Edgar Filing: Madonna Thomas J - Form 4

| Madonna Tho Form 4 | omas J | | | | | | | | | | | |
|---|---|--|--|---|--------------|----------------|--|--|--|--------------|--|--|
| April 25, 200 | 8 | | | | | | | | | | | |
| FORM | 4 | | | | | | | | | OMB APPROVAL | | |
| Washington, D.C. 20 | | | | | | | | | OMB Number: | 3235-0287 | | |
| Check this if no long subject to Section 16 Form 4 or Form 5 | STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF | | | | | | | | Expires:January 31Expires:2009Estimated averageburden hours perresponse0.9 | | | |
| obligation may conti <i>See</i> Instru- 1(b). | s Section 17 | 7(a) of the | Public Ut | | ing Com | pany | Act o | f 1935 or Sectio | 'n | | | |
| (Print or Type R | esponses) | | | | | | | | | | | |
| Madonna Thomas J S | | | 2. Issuer Name and Ticker or Trading Symbol HERCULES OFFSHORE, INC. [HERO] | | | | - | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) | | | | | _X_ Director 10% Owner Officer (give title Other (specify | | | | |
| 9 GREENW. 2200 | AY PLAZA, S | UITE | 04/23/20 | - | | | | below) | below) | | | |
| | (Street) | (Street) 4. If Amer Filed(Mont | | | e Original | | | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person | | | | |
| HOUSTON, | TX 77046 | | | | | | | | More than One Re | | | |
| (City) | (State) | (Zip) | Table | e I - Non-De | erivative S | Securi | ties Aco | quired, Disposed o | f, or Beneficia | lly Owned | | |
| 1.Title of Security (Instr. 3) | | Transaction Date 2A. Deemed Month/Day/Year) Execution Date, if any (Month/Day/Year) | | 3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) (A) | | | Securities Beneficially Owned Following Reported Transaction(s) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | | | |
| Common Stock, par value \$0.01 | 04/23/2008 | | | Code V A | Amount 3,000 | or (D) A | Price \$ 0 | (Instr. 3 and 4) 13,700 | D | | | |
| per share | | | | | | | | | | | | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transacti Code (Instr. 8) | 5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | ate | Secur | int of rlying | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr |
|---|---|---|---|---------------------------------------|---|---------------------|--------------------|-------|--|---|---|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|---|---------------|-----------|---------|-------|--|--|--|
| F | Director | 10% Owner | Officer | Other | | | |
| Madonna Thomas J 9 GREENWAY PLAZA, SUITE 2200 HOUSTON, TX 77046 | Х | | | | | | |
| Signatures | | | | | | | |
| By: /s/ James W. Noe, attorney-in-fact | 04/25 | 5/2008 | | | | | |
| **Signature of Reporting Person | Da | ate | | | | | |
| | | | | | | | |

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.