

Pellegrin Todd
 Form 4
 December 19, 2012

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Pellegrin Todd

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)
 9 GREENWAY PLAZA, SUITE 2200

3. Date of Earliest Transaction (Month/Day/Year)
 12/17/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 VP, Worldwide Liftboat Ops.

(Street)
 HOUSTON, TX 77046

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 ___ Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	
Common Stock, Par Value \$0.01 Per Share	12/17/2012		M		16,666	A	\$ 1.65 132,757	D
Common Stock, Par Value \$0.01 Per Share ⁽¹⁾	12/17/2012		F		6,220	D	\$ 5.33 126,537	D
	12/17/2012		F		2,600	D	\$ 5.33 123,937	D

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Common
Stock, Par
Value
\$0.01 Per
Share

Common
Stock, Par
Value
\$0.01 Per
Share

12/17/2012

F

137

D

\$
5.335

123,800

D

Common
Stock, Par
Value
\$0.01 Per
Share

12/17/2012

M

20,000

A

\$ 3.89

143,800

D

Common
Stock, Par
Value
\$0.01 Per
Share

12/17/2012

F

7,260

D

\$ 5.3

136,540

D

Common
Stock, Par
Value
\$0.01 Per
Share ⁽¹⁾

12/17/2012

F

4,919

D

\$ 5.31

131,621

D

Common
Stock, Par
Value
\$0.01 Per
Share ⁽¹⁾

12/17/2012

F

4,332

D

\$ 5.32

127,289

D

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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(9-02)

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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. (Instr. 3 and 4)
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					Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
			Code	V	(A)	(D)			
Stock Option (Right to Buy)	\$ 1.65	12/17/2012	M		16,666	<u>(2)</u>	02/25/2019	Common Stock, Par Value \$0.01 Per Share	16,666
Stock Option (Right to Buy)	\$ 3.89	12/17/2012	M		20,000	<u>(2)</u>	02/24/2020	Common Stock, Par Value \$0.01 Per Share	20,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Pellegrin Todd 9 GREENWAY PLAZA, SUITE 2200 HOUSTON, TX 77046			VP, Worldwide Liftboat Ops.	

Signatures

/s/ Beau M. Thompson,
attorney-in-fact

12/19/2012

 **Signature of Reporting Person

 Date

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).

(1) Multiple lots for the same price for this order have been combined.

(2) The stock option will become exercisable in three equal amounts on each of the first three anniversaries of the date of grant.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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