### HERCULES OFFSHORE, INC.

Form 5

February 14, 2008

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FORM	<b>1</b> 5							OMB AF	PROVAL		
UNITED STATES SECURITIES AND EXCHANGE COMMISSION Check this box if no longer subject  Washington, D.C. 20549							OMB Number: Expires:	3235-0362 January 31, 2005			
to Section Form 4 o 5 obligati may cont	r Form ANN ons inue.		ATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES				Estimated average burden hours per response 1.0				
See Instruction 1(b). Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported Form 4 30(h) of the Investment Company Act of 1940 Transactions Reported											
	Address of Reporting STEVEN A	Symbo HERO	_				5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)				
(Last)	Middle) 3. State (Month	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2007			_	_X_ Director 10% Owner Officer (give title Other (specify below)					
9 GREENWAY PLAZA, SUITE 2200											
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)			6.	6. Individual or Joint/Group Reporting				
							(check	applicable line)			
HOUSTON, TX 77046  _X_ Form Filed by One Reporting Person Form Filed by More than One Reporting Person											
(City)	(State)	(Zip) Ta	ble I - Non-De	rivative Se	curities	Acquir	ed, Disposed of,	or Beneficiall	y Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Code	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  (A) or		of (D)	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Common Stock, par value \$0.01 per share	07/11/2007	Â	J <u>(1)</u>	Amount 17,070		\$ 33.54	533,059	D	Â		
Common Stock, par value	07/11/2007	Â	J(2)	4,267		\$ 33.54	4,267	I	By Steven A. Webster,		

Reminder: Report on a separate line for each class of		Persons w	SEC 2270						
Common Stock, par value \$0.01 per share	Â	Â	Â	Â	Â	Â	588,767	I	By Kestrel Capital, LP
\$0.01 per share									Trustee (3)

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.

SEC 2270 (9-02)

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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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Titl Amou Under Secur (Instr.	int of lying	8. Price of Derivative Security (Instr. 5)
					(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
WEBSTER STEVEN A 9 GREENWAY PLAZA, SUITE 2200 HOUSTON, TX 77046	ÂX	Â	Â	Â			

### **Signatures**

By: /s/ James W. Noe, attorney-in-fact 02/14/2008

\*\*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) Received in exchange for 20,000 shares of TODCO in connection with the merger effected pursuant to the Amended and Restated Agreement and Plan of Merger, dated effective as of March 18, 2007, by and among Hercules Offshore, Inc., THE Hercules Offshore Drilling Company LLC, and TODCO (the Merger). On the effective date of the Merger, the closing price of TODCO common stock was

Reporting Owners 2

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\$48.55 per share and the closing price of Hecules common stock was \$33.54. Each TODCO share held by the reporting person was converted into 0.8535 shares of Hercules common stock and \$20.1601 in cash.

- (2) Received in exchange for 5,000 shares of TODCO in connection with the Merger. Each TODCO share held by the reporting person was converted into 0.8535 shares of Hercules common stock and \$20.1601 in cash.
- (3) Trustee of the Steven A. Webster Defined Benefit Pension Plan.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.