

Manz Steven A  
Form 4  
October 26, 2006

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
Manz Steven A

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)  
11 GREENWAY PLAZA, SUITE 2950  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
10/25/2006

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
Chief Financial Officer

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	10/25/2006		M		50,000	A	\$ 2.86 85,000
Common Stock, par value \$0.01 per share	10/25/2006		S <sup>(1)</sup>		4,686	D	\$ 36.27 80,314
Common Stock, par value \$0.01	10/25/2006		S <sup>(1)</sup>		200	D	\$ 36.26 80,114

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per share							
Common Stock, par value \$0.01 per share	10/25/2006	<u>S<sup>(1)</sup></u>	800	D	\$ 36.25	79,314	D
Common Stock, par value \$0.01 per share	10/25/2006	<u>S<sup>(1)</sup></u>	1,500	D	\$ 36.24	77,814	D
Common Stock, par value \$0.01 per share	10/25/2006	<u>S<sup>(1)</sup></u>	1,724	D	\$ 36.23	76,090	D
Common Stock, par value \$0.01 per share	10/25/2006	<u>S<sup>(1)</sup></u>	3,724	D	\$ 36.22	72,366	D
Common Stock, par value \$0.01 per share	10/25/2006	<u>S<sup>(1)</sup></u>	2,700	D	\$ 36.21	69,666	D
Common Stock, par value \$0.01 per share	10/25/2006	<u>S<sup>(1)</sup></u>	2,325	D	\$ 36.2	67,341	D
Common Stock, par value \$0.01 per share	10/25/2006	<u>S<sup>(1)</sup></u>	300	D	\$ 36.19	67,041	D
Common Stock, par value \$0.01 per share	10/25/2006	<u>S<sup>(1)</sup></u>	400	D	\$ 36.18	66,641	D
Common Stock, par value \$0.01 per share	10/25/2006	<u>S<sup>(1)</sup></u>	476	D	\$ 36.17	66,165	D
Common Stock, par value \$0.01 per share	10/25/2006	<u>S<sup>(1)</sup></u>	3,251	D	\$ 36.16	62,914	D
Common Stock, par value \$0.01 per share	10/25/2006	<u>S<sup>(1)</sup></u>	1,300	D	\$ 36.15	61,614	D

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Common Stock, par value \$0.01 per share	10/25/2006	<u>S<sup>(1)</sup></u>	300	D	\$ 36.14	61,314	D
Common Stock, par value \$0.01 per share	10/25/2006	<u>S<sup>(1)</sup></u>	127	D	\$ 36.13	61,187	D
Common Stock, par value \$0.01 per share	10/25/2006	<u>S<sup>(1)</sup></u>	173	D	\$ 36.1	61,014	D
Common Stock, par value \$0.01 per share	10/25/2006	<u>S<sup>(1)</sup></u>	100	D	\$ 36.08	60,914	D
Common Stock, par value \$0.01 per share	10/25/2006	<u>S<sup>(1)</sup></u>	1,909	D	\$ 36.07	59,005	D
Common Stock, par value \$0.01 per share	10/25/2006	<u>S<sup>(1)</sup></u>	554	D	\$ 36.06	58,451	D
Common Stock, par value \$0.01 per share	10/25/2006	<u>S<sup>(1)</sup></u>	1,900	D	\$ 36.05	56,551	D
Common Stock, par value \$0.01 per share	10/25/2006	<u>S<sup>(1)</sup></u>	1,200	D	\$ 36.04	55,351	D
Common Stock, par value \$0.01 per share	10/25/2006	<u>S<sup>(1)</sup></u>	700	D	\$ 36.03	54,651	D
Common Stock, par value \$0.01 per share	10/25/2006	<u>S<sup>(1)</sup></u>	691	D	\$ 36.02	53,960	D
Common Stock, par value \$0.01 per share	10/25/2006	<u>S<sup>(1)</sup></u>	2,891	D	\$ 36.01	51,069	D
	10/25/2006	<u>S<sup>(1)</sup></u>	16,069	D	\$ 36	35,000	D

Common  
Stock, par  
value \$0.01  
per share

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

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SEC 1474  
(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. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 2.86	10/25/2006		M	50,000	<u>(2)</u> 01/19/2015	Common Stock, par value \$0.01 per share	50,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Manz Steven A 11 GREENWAY PLAZA, SUITE 2950 HOUSTON, TX 77046			Chief Financial Officer	

## Signatures

By: /s/ James Noe,  
attorney-in-fact  
Date: 10/26/2006

\*\*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).

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- (1) The sales reported in this Form 4 were made pursuant to a trading plan adopted by the reporting person in accordance with Rule 10b5-1.
- (2) The stock option became immediately exercisable upon consummation of the Company's initial public offering.

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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