

Hercules Offshore, L.L.C.
 Form 3
 October 26, 2005

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â LR Hercules Holdings, LP		(Month/Day/Year)	Hercules Offshore, L.L.C. [HERO]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
C/O LIME ROCK			(Check all applicable)	
MANAGEMENT LP,Â 518			<input type="checkbox"/> Director	<input checked="" type="checkbox"/> 10% Owner
RIVERSIDE AVENUE			<input type="checkbox"/> Officer	<input type="checkbox"/> Other
(Street)			(give title below) (specify below)	
WESTPORT,Â CTÂ 06880		6. Individual or Joint/Group Filing(Check Applicable Line)		
(City)	(State)	(Zip)	<input type="checkbox"/> Form filed by One Reporting Person	
		<input checked="" type="checkbox"/> Form filed by More than One Reporting Person		

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Membership Interests	39,322 ⁽¹⁾	D	Â

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

SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LR Hercules Holdings, LP C/O LIME ROCK MANAGEMENT LP 518 RIVERSIDE AVENUE WESTPORT, CT 06880	^	^ X	^	^
LR2 GP, L.P. C/O LIME ROCK MANAGEMENT LP 518 RIVERSIDE AVENUE WESTPORT, CT 06880	^	^ X	^	^
LR2 GP, LLC C/O LIME ROCK MANAGEMENT LP 518 RIVERSIDE AVENUE WESTPORT, CT 06880	^	^ X	^	^

Signatures

/s/ Mark McCall, Authorized Signatory 10/26/2005

__Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Membership Interests owned by LR Hercules Holdings, LP to be converted into 13,762,700 shares of common stock, par value \$0.01 per share, of Hercules Offshore, Inc. (the "Issuer") in the conversion of the Issuer from a limited liability company to a corporation prior to the closing of the Issuer's initial public offering. LR2 GP, L.P. is the general partner of LR Hercules Holdings, LP. LR2 GP, LLC is the general partner of LR2 GP, L.P.

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.