

HERCULES OFFSHORE, INC.
Form 4
August 04, 2008

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 *
WEBSTER 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)
9 GREENWAY PLAZA, SUITE 2200

3. Date of Earliest Transaction (Month/Day/Year)
07/31/2008

Director 10% Owner
 Officer (give title below) Other (specify below)

(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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock, par value \$0.01 per share	07/31/2008		P	800	A \$ 24.98	694,523	D
Common Stock, par value \$0.01 per share	07/31/2008		P	808	A \$ 24.99	695,331	D
Common Stock, par value \$0.01	07/31/2008		P	8,392	A \$ 25	703,723	D

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per share							
Common Stock, par value \$0.01 per share	07/31/2008	P	1,600	A	\$ 25.23	705,323	D
Common Stock, par value \$0.01 per share	07/31/2008	P	500	A	\$ 25.24	705,823	D
Common Stock, par value \$0.01 per share	07/31/2008	P	1,400	A	\$ 25.25	707,223	D
Common Stock, par value \$0.01 per share	07/31/2008	P	1,000	A	\$ 25.29	708,223	D
Common Stock, par value \$0.01 per share	07/31/2008	P	1,700	A	\$ 25.3	709,923	D
Common Stock, par value \$0.01 per share	07/31/2008	P	3,800	A	\$ 25.4	713,723	D
Common Stock, par value \$0.01 per share	08/01/2008	P	2,500	A	\$ 24.65	716,223	D
Common Stock, par value \$0.01 per share	08/01/2008	P	2,500	A	\$ 24.7	718,723	D
Common Stock, par value \$0.01 per share	08/01/2008	P	5,000	A	\$ 24.75	723,723	D
Common Stock, par value \$0.01 per share	08/01/2008	P	1,500	A	\$ 24.95	725,223	D
Common Stock, par value \$0.01 per share	08/01/2008	P	300	A	\$ 24.96	725,523	D

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Common Stock, par value \$0.01 per share	08/01/2008	P	2,600	A	\$ 24.97	728,123	D	
Common Stock, par value \$0.01 per share	08/01/2008	P	2,500	A	\$ 24.98	730,623	D	
Common Stock, par value \$0.01 per share	08/01/2008	P	3,100	A	\$ 24.99	733,723	D	
Common Stock, par value \$0.01 per share						588,767	I	By Kestrel Capital, LP
Common Stock, par value \$0.01 per share						4,267	I	By Steven A. Webster, Trustee ⁽¹⁾

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

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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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 6)
				Code	V (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	X			

Signatures

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

08/04/2008

__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) 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 is insufficient, *see* Instruction 6 for procedure.
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