Pellegrin Todd Form 5 February 11, 2010

**OMB APPROVAL** FORM 5 **OMB** UNITED STATES SECURITIES AND EXCHANGE COMMISSION 3235-0362 Number: Washington, D.C. 20549 Check this box if January 31, Expires: no longer subject 2005 to Section 16. Estimated average ANNUAL STATEMENT OF CHANGES IN BENEFICIAL Form 4 or Form burden hours per 5 obligations OWNERSHIP OF SECURITIES response... 1.0 may continue. See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(h) of the Investment Company Act of 1940 Form 4 Transactions Reported 1. Name and Address of Reporting Person \* 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer Pellegrin Todd Symbol HERCULES OFFSHORE, INC. (Check all applicable) [HERO] (Middle) 3. Statement for Issuer's Fiscal Year Ended (Last) (First) Director 10% Owner X \_ Officer (give title Other (specify (Month/Day/Year) below) below) 12/31/2009 VP, Worldwide Liftboat Ops. 9 GREENWAY PLAZA, SUITE 2200 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Reporting Filed(Month/Day/Year) (check applicable line) HOUSTON, TXÂ 77046 \_X\_ Form Filed by One Reporting Person Form Filed by More than One Reporting (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 4. Securities Acquired 5. Amount of 6. Ownership 7. Nature of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if Transaction (A) or Disposed of Securities Form: Direct Indirect (Instr. 3) Code (D) Beneficially (D) or Beneficial (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned at end Indirect (I) Ownership of Issuer's (Instr. 4) (Instr. 4)

Fiscal Year (A) (Instr. 3 and or Amount (D) Price Common Stock, Par Â Â Value 02/08/2009 F4 262 (1) D 12,208 D \$0.01 Per Share

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)

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	Number	Expiration D	ate	Amou	int of	Derivative
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)
	Derivative				Securities			(Instr.	3 and 4)	
	Security				Acquired			`	Í	
	,				(A) or					
					Disposed					
					of (D)					
					(Instr. 3,					
					4, and 5)					
					4, and 3)					
									Amount	
						D-4-	E:		or	
						Date Exercisable	Expiration Date	Title	Number	
									of	
					(A) (D)				Shares	

### **Reporting Owners**

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

## **Signatures**

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

\*\*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).

The reporting person disposed of these shares directly to the issuer upon the vesting of previously awarded restricted stock. The purpose of the disposition was to enable the reporting person to satisfy tax witholding obligations that arose upon such vesting, which will be paid by the issuer to the Internal Revenue Service in cash.

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.

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