

TRANSOCEAN INC

Form 4

November 29, 2007

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
LINDENAUER ART

(Last) (First) (Middle)

4 GREENWAY PLAZA

(Street)

HOUSTON, TX 77046

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
TRANSOCEAN INC [RIG]

3. Date of Earliest Transaction
(Month/Day/Year)
11/27/2007

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

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	
Ordinary Shares	11/27/2007		D		5,121	D (1)	(1) 0	D
Ordinary Shares	11/27/2007		A		3,582	A (2)	(2) 3,582	D
Ordinary Shares	11/27/2007		A		5,133	A (3)	(3) 8,715	D

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

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SEC 1474
(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)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Deferred Units	\$ 0	11/27/2007		D			7,339	<u>(3)</u>	<u>(3)</u>	Ordinary Shares	7,339
Stock Options	\$ 19.86	11/27/2007		D			6,000	<u>(5)</u>	05/08/2013	Ordinary Shares	6,000
Stock Options	\$ 21.15	11/27/2007		A		5,635		<u>(5)</u>	05/08/2013	Ordinary Shares	5,635
Stock Options	\$ 36.17	11/27/2007		D			6,000	<u>(5)</u>	05/09/2012	Ordinary Shares	6,000
Stock Options	\$ 38.51	11/27/2007		A		5,635		<u>(5)</u>	05/09/2012	Ordinary Shares	5,635
Stock Options	\$ 49.91	11/27/2007		D			6,000	<u>(5)</u>	05/11/2011	Ordinary Shares	6,000
Stock Options	\$ 53.14	11/27/2007		A		5,635		<u>(5)</u>	05/11/2011	Ordinary Shares	5,635
Stock Options	\$ 49.81	11/27/2007		D			4,000	<u>(5)</u>	05/11/2010	Ordinary Shares	4,000
Stock Options	\$ 53.04	11/27/2007		A		3,756		<u>(5)</u>	05/11/2010	Ordinary Shares	3,756
Stock Options	\$ 33.69	11/27/2007		D			4,000	<u>(5)</u>	12/31/2009	Ordinary Shares	4,000
Stock Options	\$ 35.87	11/27/2007		A		3,756		<u>(5)</u>	12/31/2009	Ordinary Shares	3,756

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LINDENAUER ART 4 GREENWAY PLAZA HOUSTON, TX 77046	X			

Signatures

Chipman Earle, by power of
attorney

11/29/2007

__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).

Pursuant to the Agreement and Plan of Merger dated July 21, 2007 among Transocean Inc., Transocean Worldwide Inc. and GlobalSantaFe Corporation (the "Merger Agreement"), at the effective time of the reclassification contemplated by the Merger

(1) Agreement, each outstanding ordinary share, par value \$0.01 per share, was converted into the right to receive 0.6996 new ordinary shares of Transocean, having a market value of \$129.39 per share as of the close of trading on the trading day immediately preceding the effective time of the transactions, and \$33.03 in cash (the "Reclassification Consideration").

(2) Acquired pursuant to the Merger Agreement as described in note (1).

(3) Pursuant to the Merger Agreement, at the effective time of the reclassification, each outstanding deferred unit became fully vested and was converted into the Reclassification Consideration.

Pursuant to the Merger Agreement, at the effective time of the reclassification, each outstanding option to purchase Transocean ordinary shares was adjusted to be exercisable for a number of Transocean ordinary shares equal to the number of Transocean ordinary shares for

(4) which such option was exercisable immediately prior to the reclassification multiplied by 0.9392 (rounded down to the nearest whole share) with a per share exercise price equal to the exercise price of the option immediately prior to the reclassification divided by 0.9392 (rounded up to the nearest whole cent).

(5) The stock options are fully vested.

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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