

Manz Steven A
 Form 4
 October 26, 2006

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 *
 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

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

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

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

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per share							
Common Stock, par value \$0.01 per share	10/25/2006	<u>S⁽¹⁾</u>	800	D	\$ 36.25	79,314	D
Common Stock, par value \$0.01 per share	10/25/2006	<u>S⁽¹⁾</u>	1,500	D	\$ 36.24	77,814	D
Common Stock, par value \$0.01 per share	10/25/2006	<u>S⁽¹⁾</u>	1,724	D	\$ 36.23	76,090	D
Common Stock, par value \$0.01 per share	10/25/2006	<u>S⁽¹⁾</u>	3,724	D	\$ 36.22	72,366	D
Common Stock, par value \$0.01 per share	10/25/2006	<u>S⁽¹⁾</u>	2,700	D	\$ 36.21	69,666	D
Common Stock, par value \$0.01 per share	10/25/2006	<u>S⁽¹⁾</u>	2,325	D	\$ 36.2	67,341	D
Common Stock, par value \$0.01 per share	10/25/2006	<u>S⁽¹⁾</u>	300	D	\$ 36.19	67,041	D
Common Stock, par value \$0.01 per share	10/25/2006	<u>S⁽¹⁾</u>	400	D	\$ 36.18	66,641	D
Common Stock, par value \$0.01 per share	10/25/2006	<u>S⁽¹⁾</u>	476	D	\$ 36.17	66,165	D
Common Stock, par value \$0.01 per share	10/25/2006	<u>S⁽¹⁾</u>	3,251	D	\$ 36.16	62,914	D
Common Stock, par value \$0.01 per share	10/25/2006	<u>S⁽¹⁾</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⁽¹⁾</u>	300	D	\$ 36.14	61,314	D
Common Stock, par value \$0.01 per share	10/25/2006	<u>S⁽¹⁾</u>	127	D	\$ 36.13	61,187	D
Common Stock, par value \$0.01 per share	10/25/2006	<u>S⁽¹⁾</u>	173	D	\$ 36.1	61,014	D
Common Stock, par value \$0.01 per share	10/25/2006	<u>S⁽¹⁾</u>	100	D	\$ 36.08	60,914	D
Common Stock, par value \$0.01 per share	10/25/2006	<u>S⁽¹⁾</u>	1,909	D	\$ 36.07	59,005	D
Common Stock, par value \$0.01 per share	10/25/2006	<u>S⁽¹⁾</u>	554	D	\$ 36.06	58,451	D
Common Stock, par value \$0.01 per share	10/25/2006	<u>S⁽¹⁾</u>	1,900	D	\$ 36.05	56,551	D
Common Stock, par value \$0.01 per share	10/25/2006	<u>S⁽¹⁾</u>	1,200	D	\$ 36.04	55,351	D
Common Stock, par value \$0.01 per share	10/25/2006	<u>S⁽¹⁾</u>	700	D	\$ 36.03	54,651	D
Common Stock, par value \$0.01 per share	10/25/2006	<u>S⁽¹⁾</u>	691	D	\$ 36.02	53,960	D
Common Stock, par value \$0.01 per share	10/25/2006	<u>S⁽¹⁾</u>	2,891	D	\$ 36.01	51,069	D
	10/25/2006	<u>S⁽¹⁾</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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(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	⁽²⁾ 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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