

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

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

OMB APPROVAL

OMB Number: 3235-0104  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

**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 *<br>Â STILLEY RANDALL D<br>(Last) (First) (Middle)<br><br>11 GREENWAY PLAZA,<br>SUITE 2950<br><br>(Street)<br><br>HOUSTON, Â TX Â 77046<br>(City) (State) (Zip) | 2. Date of Event Requiring Statement<br>(Month/Day/Year)<br>10/26/2005 | 3. Issuer Name and Ticker or Trading Symbol<br>Hercules Offshore, L.L.C. [HERO] | 4. Relationship of Reporting Person(s) to Issuer<br><br>(Check all applicable)<br><input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other<br>(give title below) (specify below)<br>CEO and President | 5. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person |
|--|--|---|--|--|---|

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|--|---|--|
| Membership Interests               | 596 <sup>(1)</sup>                                       | 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<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 4)<br><br>Title | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security:<br>Direct (D) | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|---|---|---|--|---|--|
|---|---|---|--|---|--|

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|  | Date Exercisable | Expiration Date |                      | Amount or Number of Shares |          | or Indirect (I) (Instr. 5) |   |
|--|------------------|-----------------|----------------------|----------------------------|----------|----------------------------|---|
| Option to purchase membership interests <sup>(2)</sup> | 11/01/2005       | 11/17/2014      | Membership Interests | 1,500                      | \$ 1,000 | D                          | ⌘ |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                     |       |
|---|---------------|-----------|---------------------|-------|
|   | Director      | 10% Owner | Officer             | Other |
| STILLEY RANDALL D<br>11 GREENWAY PLAZA, SUITE 2950<br>HOUSTON, TX 77046 | ⌘ X           | ⌘         | ⌘ CEO and President | ⌘     |

## Signatures

/s/ Steven A. Manz,  
attorney-in-fact

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) To be converted into 208,600 shares of common stock, par value \$0.01 per share, of Hercules Offshore, Inc. in the conversion of the Company from a limited liability company to a corporation prior to the closing of the Company's initial public offering.  
  
The option will become immediately exercisable for the purchase of 525,000 shares of common stock of Hercules Offshore, Inc. at an
- (2) exercise price of \$2.86 per share upon the occurrence of an IPO as that term is defined in the Hercules Offshore 2004 Long-term Incentive Plan.

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### Remarks:

Exhibit⌘ List

Exhibit⌘ 24⌘ Power⌘ of⌘ Attorney

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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