

TRANSOCEAN INC  
Form 4/A  
January 08, 2007

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
LONG ROBERT L

(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)  
04/11/2006

4. If Amendment, Date Original Filed(Month/Day/Year)  
04/11/2006

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 Ownership (Instr. 4)    |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--------------------------------------|
|                                 |                                      |  | Code                           | V   | Amount  | (D)  | Price                                |
| Ordinary Shares                 | 04/11/2006                           |  | M                              |   | 22,968  | A  | \$ 0                                 |
| Ordinary Shares                 | 04/11/2006                           |  | F <sup>(3)</sup>               |   | 8,372   | D  | <sup>(3)</sup> 94,647 <sup>(4)</sup> |

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

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SEC 1474  
(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) | Amount or Number of Shares |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                      | Amount or Number of Shares |
| Deferred Units                             | <u>(1)</u>   | 04/11/2006                           |  | A                              | 68,906<br><u>(2)</u>  | <u>(2)</u>   | <u>(2)</u>  | Ordinary Shares            | 68,906                     |
| Deferred Units                             | <u>(1)</u>   | 04/11/2006                           |  | M                              | 22,968  | <u>(2)</u>   | <u>(2)</u>  | Ordinary Shares            | 22,968                     |

## Reporting Owners

| Reporting Owner Name / Address                         | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| LONG ROBERT L<br>4 GREENWAY PLAZA<br>HOUSTON, TX 77046 | X             |           | CEO     |       |

## Signatures

William E Turcotte by Power of Attorney  
01/08/2007

\*\*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).

(1) Each deferred unit represents a contingent right to receive one ordinary share of issuer stock.

On July 8, 2004, the reporting person was awarded a contingent, performance based grant for an opportunity to earn 97,050 restricted shares. On Dec. 30, 2005, the grant was amended to award deferred units instead of restricted shares, and the other terms of the award remained the same. This opportunity was subject to the satisfaction of certain performance criteria based upon specified peer groups.

(2) Depending on the issuer's performance within the peer groups, the reporting person could earn some, all or none of the units. The issuer's actual performance resulted in 68,906 deferred units being granted, which vest as follows: 22,968 on Apr. 11, 2006, 22,969 on Jan. 1, 2007 and 22,969 on Jan. 1, 2008. On the reporting person's Form 4 filed on Apr. 11, 2006, the deferred units were incorrectly reported as restricted shares. On the reporting person's Form 4/A filed on January 5, 2007, the date of the deferred unit award amendment was incorrectly reported as Dec. 30, 2006.

(3) Shares automatically withheld upon vesting of deferred units to satisfy tax withholding obligations.

(4) The number of shares beneficially owned following the reported transactions was incorrectly reported on the reporting person's Form 4 filed on April 11, 2006.

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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