## SEC Form 4

# 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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940 OMB APPROVAL
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1. Name and Addres <u>Tonnel David</u>	s of Reporting Persor	)* 	2. Issuer Name <b>and</b> Ticker or Trading Symbol <u>Transocean Ltd.</u> [ RIG ]	(Check	ionship of Reporting Perso all applicable) Director Officer (give title	n(s) to Issuer 10% Owner Other (specify
(Last) (First) (Middle) 1414 ENCLAVE PARKWAY		(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 03/01/2020	X	below) SVP and Corporate (	below)
(Street) HOUSTON (City)	TX (State)	77077 (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	idual or Joint/Group Filing ( Form filed by One Repor Form filed by More than ( Person	ting 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)	Transaction Code (Instr.					5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership	
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)	
Registered Shares	03/01/2020 <sup>(5)</sup>		М		8,069(1)	Α	\$ <mark>0</mark>	127,152	D		
Registered Shares	03/01/2020 <sup>(5)</sup>		М		10,426 <sup>(2)</sup>	Α	\$ <mark>0</mark>	137,578	D		
Registered Shares	03/01/2020 <sup>(5)</sup>		М		12,864 <sup>(3)</sup>	Α	\$ <mark>0</mark>	150,442	D		
Registered Shares	03/02/2020		F		13,774 <sup>(4)</sup>	D	\$ <mark>0</mark>	136,668	D		

 

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1			7			-									
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. Transa Code ( 8)		of		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Units	\$0	03/02/2020		М		10,427		03/01/2020	(2)	Registered Shares	10,427	\$0	10,427	D	
Restricted Units	\$0	03/02/2020		М		12,865		03/01/2020	(3)	Registered Shares	12,865	\$0	25,730	D	

#### Explanation of Responses:

1. Restricted Units, which are 1-for-1 share equivalents, acquired on February 10, 2017, pursuant to the Issuer's long-term incentive plan. One third of such restricted units vested on March 1, 2020, resulting in the right of the reporting person to receive the registered shares.

2. Restricted Units, which are 1-for-1 share equivalents, acquired on February 8, 2018, pursuant to the Issuer's long-term incentive plan. One third of such restricted units vested on March 1, 2020, resulting in the right of the reporting person to receive the registered shares. The remaining restricted share units vest as follows: 10,427 on March 1, 2021.

3. Restricted Units, which are 1-for-1 share equivalents, acquired on February 7, 2019, pursuant to the Issuer's long-term incentive plan. One third of such restricted units vested on March 1, 2020, resulting in the right of the reporting person to receive the registered shares. The remaining restricted share units vest as follows: 12,865 on March 1, 2021 and 12,865 on March 1, 2022. 4. Shares withheld upon vesting to satisfy tax withholding obligations.

5. The vesting date of the Restricted Units was March 1, 2020, as reported on previously filed Form 4s with respect to the reporting person, which fell on a Sunday this year. The number of registered shares issuable following our sale of registered shares to satisfy tax withholding obligations was not known until March 2, 2020, as reported in this Form 4, and consequently no registered shares were issued until M

issuable following our sale of registered shares to satisfy tax withholding obligations was not known until March 2, 2020, as reported in this Form 4, and consequently no registered shares were issued until March 2, 2020.

<u>/s/ Daniel Ro-Trock By Power</u> of Attorney <u>03/04/2020</u>

\*\* Signature of Reporting Person Date

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

\* 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).

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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