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
OMB Number: 3235-0287
Estimated average burden
hours per response: 0.5

1. Name and Addi LINDENAU	ress of Reporting Pe J <u>ER ART</u>		2. Issuer Name and Ticker or Trading Symbol TRANSOCEAN INC [RIG]						5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner				
(Last) 4 GREENWAY	(First) Y PLAZA	(Middle)		3. Date of Earliest Transaction (Month/Day/Year) 11/27/2007						Officer (give title below)	Other below	r (specify v)	
,		4. If Am	4. If Amendment, Date of Original Filed (Month/Day/Year)						6. Individual or Joint/Group Filing (Check Applicable Line)				
(Street) HOUSTON	TX	77046								Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)								1 010011			
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned													
Date			2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8) Code V Amount				5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (lastr 2 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	Transaction(s) (Instr. 3 and 4)		
Ordinary Shares	11/27/2007	D		5,121	D ⁽¹⁾	(1)	0	D	
Ordinary Shares	11/27/2007	Α		3,582	A ⁽²⁾	(2)	3,582	D	
Ordinary Shares	11/27/2007	А		5,133	A ⁽³⁾	(3)	8,715	D	

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. Transa Code (8)		Derivativ Securitie Acquired Disposed			ate	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	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		Transaction(s) (Instr. 4)		
Deferred Units	\$0	11/27/2007		D			7,339 ⁽³⁾	(3)	(3)	Ordinary Shares	7,339	\$0 ⁽³⁾	0	D	
Stock Options	\$19.86	11/27/2007		D			6 , 000 ⁽⁴⁾	(5)	05/08/2013	Ordinary Shares	6,000	\$0 ⁽⁴⁾	0	D	
Stock Options	\$21.15	11/27/2007		A		5,635 ⁽⁴⁾		(5)	05/08/2013	Ordinary Shares	5,635	\$0 ⁽⁴⁾	5,635	D	
Stock Options	\$36.17	11/27/2007		D			6 , 000 ⁽⁴⁾	(5)	05/09/2012	Ordinary Shares	6,000	\$0 ⁽⁴⁾	0	D	
Stock Options	\$38.51	11/27/2007		A		5,635 ⁽⁴⁾		(5)	05/09/2012	Ordinary Shares	5,635	\$0 ⁽⁴⁾	5,635	D	
Stock Options	\$49.91	11/27/2007		D			6 , 000 ⁽⁴⁾	(5)	05/11/2011	Ordinary Shares	6,000	\$0 ⁽⁴⁾	0	D	
Stock Options	\$53.14	11/27/2007		A		5,635 ⁽⁴⁾		(5)	05/11/2011	Ordinary Shares	5,635	\$0 ⁽⁴⁾	5,635	D	
Stock Options	\$49.81	11/27/2007		D			4,000 ⁽⁴⁾	(5)	05/11/2010	Ordinary Shares	4,000	\$0 ⁽⁴⁾	0	D	
Stock Options	\$53.04	11/27/2007		A		3,756 ⁽⁴⁾		(5)	05/11/2010	Ordinary Shares	3,756	\$0 ⁽⁴⁾	3,756	D	
Stock Options	\$33.69	11/27/2007		D			4,000 ⁽⁴⁾	(5)	12/31/2009	Ordinary Shares	4,000	\$0 ⁽⁴⁾	0	D	
Stock Options	\$35.87	11/27/2007		A		3,756 ⁽⁴⁾		(5)	12/31/2009	Ordinary Shares	3,756	\$0 ⁽⁴⁾	3,756	D	

Explanation of Responses:

1. 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 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").

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.

4. 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 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.

<u>Chipman Earle, by power of</u> <u>attorney</u>

11/29/2007

Date

** Signature of Reporting Person

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.

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 Number.