SEC Form 4

FORM 4

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

OMB APPROVAL

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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

1. Name and Address of Reporting Person [*] Adamson Keelan		Person [*]	2. Issuer Name and Ticker or Trading Symbol <u>Transocean Ltd.</u> [RIG]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner				
(Last) 1414 ENCLAY	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 03/01/2023	- x	Officer (give title below) PRESIDENT A	Other (specify below)			
(Street) HOUSTON	ТХ	77077	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	vidual or Joint/Group Fil Form filed by One Re	porting Person			
(City)	(State)	(Zip)	—		Form filed by More th Person	an One Reporting			
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned									

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. Transa Code (8)		Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	v	Amount	nount (A) or Brico Transac		Transaction(s) (Instr. 3 and 4)		(1150.4)
Registered Shares	03/01/2023		М		109,091(1)	A	\$7.08	451,590	D	
Registered Shares	03/01/2023		М		109,903(2)	A	\$7.08	561,493	D	
Registered Shares	03/01/2023		М		134,874 ⁽³⁾	A	\$7.08	696,367	D	
Registered Shares	03/02/2023		F		142,560(4)	D	\$6.76	553,807	D	
Registered Shares	03/02/2023		S ⁽⁵⁾		70,994	D	\$6.81	482,813	D	

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

			(0/1		,							•			
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)		5. Nu of Deriv Secu Acqu (A) of Dispo of (D) (Instr and 5	vative rities lired r osed) r. 3, 4			7. Titl Amou Secur Unde Deriv Secur 3 and	unt of rities rlying ative rity (Instr.	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				

Explanation of Responses:

1. Restricted Units, which are 1-for-1 share equivalents, acquired on May 8, 2020, pursuant to the Issuer's long-term incentive plan. One third of such restricted units vested on March 1, 2023, 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 12, 2021, pursuant to the Issuer's long-term incentive plan. One third of such restricted units vested on March 1, 2023, resulting in the right of the reporting person to receive the registered shares. The remaining restricted share units vest as follows: 109,904 on March 1, 2024.

3. Restricted Units, which are 1-for-1 share equivalents, acquired on February 10, 2022, pursuant to the Issuer's long-term incentive plan. One third of such restricted units vested on March 1, 2023, resulting in the right of the reporting person to receive the registered shares. The remaining restricted share units vest as follows: 134,875 on March 1, 2024 and 134,875 on March 1, 2025. 4. Shares sold upon vesting to satisfy tax withholding obligations.

5. The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 26, 2022.

<u>/s/ Daniel Ro-Trock by Power</u>	03/03/2023
C A	03/03/2023

of Attorney

** 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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