SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANG	E COMMISSION

Washington, D.C. 20549

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 Address of Reporting Person [*] DAVIS HOWARD E			2. Issuer Name and Ticker or Trading Symbol <u>Transocean Ltd.</u> [RIG]		tionship of Reporting Pers all applicable) Director	10% Owner		
(Last) 1414 ENCLAV	(Last) (First) (Middle) 1414 ENCLAVE PARKWAY		3. Date of Earliest Transaction (Month/Day/Year) 03/01/2024	X	Officer (give title below) EVP, CAO & (Other (specify below) CIO		
,			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Ap Line)				
(Street)				X	Form filed by One Repo	rting Person		
HOUSTON	ТХ	77077			Form filed by More than Person	One Reporting		
(City)	(State)	(Zip)	Rule 10b5-1(c) Transaction Indication					
			Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.					

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)	4. Securities Acquired (A) or 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		
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Registered Shares	03/01/2024		М		103,865 ⁽¹⁾	Α	\$5.09	1,374,268	D	
Registered Shares	03/01/2024		М		103,565(2)	Α	\$5.09	1,477,833	D	
Registered Shares	03/01/2024		М		52,007(3)	Α	\$5.09	1,529,840	D	
Registered Shares	03/04/2024		F		102,609(4)	D	\$5.08	1,427,231	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

(e.g., puts, calls, warrants, options, convertible securities)

				-		-				8		-	-		-				
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 Exp		n of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4		Expiration Date (Month/Day/Year) sed 3, 4		of Expiration Date (Month/Day/Year) Securities Acquired (A) or Disposed of (D) (Instr. 3, 4		Amount of Der Securities Sec		Owned Following Reported	derivative Securities Beneficially Owned Following Reported Transaction(s)	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 February 12, 2021, pursuant to the Issuer's long-term incentive plan. One third of such restricted units vested on March 1, 2024, 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 10, 2022, pursuant to the Issuer's long-term incentive plan. One third of such restricted units vested on March 1, 2024, resulting in the right of the reporting person to receive the registered shares. The remaining restricted share units vest as follows: 103,565 on March 1, 2025.

3. Restricted Units, which are 1-for-1 share equivalents, acquired on February 9, 2023, pursuant to the Issuer's long-term incentive plan. One third of such restricted units vested on March 1, 2024, resulting in the right of the reporting person to receive the registered shares. The remaining restricted share units vest as follows: 52,008 on March 1, 2025 and 52,008 on March 1, 2026

4. Shares sold upon vesting to satisfy tax withholding obligations.

/s/ Daniel Ro-Trock by Power	02/05/2024
of Attorney	03/05/2024

** 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.

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.