| SEC Form 4 |
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UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

| 1. Name and Address of Reporting Person* | | | uer Name and Tick nsocean Ltd. | - | Symbol | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | |
|--|--------------|--|---|---|--|---|---|---|------------------------|--|
| <u>Mohn Frederik Wil</u> | <u>neim</u> | | | | | X | Director | X 1 | 0% Owner | |
| (Last) (First) TURMSTRASSE 30 | (Middle) | | te of Earliest Transa 3/2022 | action (Month | /Day/Year) | | Officer (give title below) | | ther (specify elow) | |
| | | 4. If A | Amendment, Date of | f Original File | d (Month/Day/Year) | | /idual or Joint/Grou | p Filing (Che | ck Applicable | |
| (Street) STEINHAUSEN V8 | 6312 | | | | | Line) | Form filed by Or Form filed by Mc Person | | | |
| (City) (State) | (Zip) | | | | | | | | | |
| | Table I - No | on-Derivative | Securities Acc | quired, Dis | sposed of, or Benefi | cially | Owned | | | |
| Date | | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) of Disposed Of (D) (Instr. 3, 4 | | 5. Amount of Securities Beneficially Owned Following Reported | 6. Ownershi Form: Direc (D) or Indire (I) (Instr. 4) | t Indirect | |

| | | | Code | v | Amount | (A) or (D) | Price | Transaction(s) (Instr. 3 and 4) | | |
|-------------------|---------------|----------------|-------|------|------------|---------------|------------------------------|------------------------------------|------------------------------------|---|
| Registered Shares | 05/13/2022 | | Р | | 2,000,000 | Α | \$3.75 ⁽¹⁾ | 82,636,646 | See footnote ⁽²⁾ | |
| Table II | Derivative Se | ecurities Acau | iired | Disr | osed of or | Bene | ficially O | wned | | 1 |

able 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) | | of | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | Derivative Security | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | Ownership Form: | 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 | 05/13/2022 | | Α | | 54,688 | | (3) | (3) | Registered Shares | 54,688 | \$0 | 54,688 | D | |

Explanation of Responses:

1. The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$3.55 to \$3.85, inclusive. The reporting person undertakes to provide Transocean Ltd. (the "Company"), any security holder of the Company, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth in this footnote (1) to this Form 4.

2. These securities are held directly by Perestroika AS. Mr. Frederik Mohn is a sole director and owner of Perestroika AS and is the beneficial owner of all securities owned by Perestroika AS.

3. Restricted Units, which are 1-for-1 registered share equivalents, were acquired on May 13, 2022, pursuant to the Issuer's long-term incentive plan. Restricted Units vest on the earlier of: (i) May 13, 2023, or (ii) the date of the next Annual General Meeting of the Company's shareholders following the May 13, 2022 grant date. Pursuant to the award agreement, such Restricted Units will be payable in registered shares of the Issuer following the vesting date, as defined above.

/s/ Daniel Ro-Trock By Power 05/17/2022

of Attorney

** Signature of Reporting Person Date

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

 \ast 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.