

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934

Date of Report (date of earliest event reported): August 3, 2004

TRANSOCEAN INC.

(Exact name of registrant as specified in its charter)

CAYMAN ISLANDS  
(State or other jurisdiction of  
incorporation or organization)

333-75899  
(Commission  
File Number)

66-0587307  
(I.R.S. Employer  
Identification No.)

4 GREENWAY PLAZA  
HOUSTON, TEXAS 77046  
(Address of principal executive offices and zip code)

Registrant's telephone number, including area code: (713) 232-7500

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS.

EXHIBIT NUMBER	DESCRIPTION
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99.1	TODCO Press Release dated August 3, 2004

ITEM 9. REGULATION FD DISCLOSURE.

TODCO is a publicly traded company in which we own a majority interest. TODCO's press release dated August 3, 2004 concerning a registration statement on Form S-1 filed with the U.S. Securities and Exchange Commission, furnished as Exhibit 99.1 to this report, is incorporated by reference herein.

The information in Item 9 of this report is being furnished, not filed. Accordingly, the information in Item 9 of this report will not be incorporated by reference into any registration statement filed by the Company under the Securities Act of 1933, as amended, unless specifically identified therein as being incorporated therein by reference. The furnishing of the information in this report is not intended to, and does not, constitute a determination or admission by the Company that the information in this report is material or complete, or that investors should consider this information before making an investment decision with respect to any security of the Company.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

TRANSOCEAN INC.

Date: August 3, 2004

By: /s/ William E. Turcotte

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Name: William E. Turcotte  
Title: Associate General Counsel and  
Assistant Secretary

INDEX TO EXHIBITS

The following exhibit is furnished pursuant to Item 7:

Exhibit Number	Description
99.1	TODCO Press Release dated August 3, 2004

(TODCO THE OFFSHORE DRILLING COMPANY LOGO)

Contact: T. Scott O'Keefe  
Sr. Vice President & CFO  
713-278-6010

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NYSE SYMBOL: THE

HOUSTON, TEXAS - AUGUST 3, 2004, TODCO FILES REGISTRATION STATEMENT FOR SECONDARY OFFERING BY TRANSOCEAN.

Houston, Texas, August 3, 2004--TODCO (the "Company") (NYSE-THE) today announced the filing of a registration statement on Form S-1 for the sale of up to \$230 million of TODCO common stock owned by Transocean Inc. TODCO is a majority-owned subsidiary of Transocean Inc. TODCO will not receive any proceeds from the sale of the secondary common shares covered by this registration statement.

Morgan Stanley and Citigroup Global Markets Inc. will be leading a group of underwriters in this offering. When available, a preliminary prospectus relating to these securities may be obtained from Morgan Stanley, 1585 Broadway, New York, NY 10036, Attn: Prospectus Department, and from Citigroup Global Markets Inc., Brooklyn Army Terminal, 140 58th Street, 8th Floor, Brooklyn, NY 11220.

The registration statement relating to these securities has been filed with the Securities and Exchange Commission but has not yet become effective. These securities may not be sold nor may offers to buy be accepted prior to the time the registration statement becomes effective. This press release shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of these securities in any state in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of such state.

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2000 W. Sam Houston Pkwy, S. o Suite 800 o Houston, Texas 77042 o  
713-278-6000 o 713-278-6101 fax