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

1. Name and Addro THIGPEN J	ess of Reporting Person EREMY D	*	2. Issuer Name and Ticker or Trading Symbol <u>Transocean Ltd.</u> [RIG]		ionship of Reporting Person all applicable) Director Officer (give title	n(s) to Issuer 10% Owner Other (specify		
(Last) 10 CHEMIN D	(First) E BLANDONNET	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 04/22/2015	Х	below) President & CI	below)		
(Street) VERNIER (City)	RNIER V8 1214		4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indivi Line) X	Individual or Joint/Group Filing (Check Applicable ine) X Form filed by One Reporting Person Form filed by More than One Reporting Person			
	Т	able I - Non-Deriv	ative Securities Acquired, Disposed of, or Benefic	ially O	wned			

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Transaction Code (Instr.		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	7. Nature of Indirect Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	 Reported Transaction(s) (Instr. 3 and 4) 	(Instr. 4)

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

(3, p,,,,,															
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)		Derivative		6. Date Exercisable and Expiration Date (Month/Day/Year)		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	(1)	04/22/2015		A		162,549		(1)	(1)	Registered Shares	162,549	\$0	162,549	D	
Deferred Units	(2)	04/22/2015		A		178,804		(2)	(2)	Registered Shares	178,804	\$0	341,353	D	
Deferred Units	(3)	04/22/2015		A		178,804		(3)	(3)	Registered Shares	178,804	\$ <mark>0</mark>	178,804	D	

Explanation of Responses:

1. The Deferred Units were acquired on April 22, 2015, by the reporting person pursuant to the Issuer's long-term incentive plan and vest as follows: 54,183 on April 22, 2016; 54,183 on April 22, 2017; and 54,183 on April 22, 2018.

2. The Deferred Units were acquired on April 22, 2015, by the reporting person pursuant to the Issuer's long-term incentive plan and vest as follows: 59,601 on April 22, 2016; 59,601 on April 22, 2017; and 59,602 on April 22, 2018.

3. An equity award of performance stock (Contingent Deferred Units) pursuant to the Issuer's long-term incentive plan which are subject to vesting and performance measures currently in place for the Issuer's 2015-2017 performance cycle.

Remarks:

/s/Jill S. Greene, By Power of Attorney

04/24/2015

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.

OMB APPROVAL