SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE 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 3235-0287 OMB Number: Estimated average burden hours per response 0.5

1. Name and Ad Newman S	dress of Reporting P	erson*	2. Issuer Name and Ticker or Trading Symbol <u>Transocean Ltd.</u> [RIG]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
				X	Director	10% Owner				
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)	x	Officer (give title below)	Other (specify below)				
10 CHEMIN DE BLANDONNET			03/01/2014		President & CEO					
(Street)			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indi Line)	vidual or Joint/Group Fili	ng (Check Applicable				
VERNIER		1214		X	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

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)				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	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(1150.4)
Registered Shares	03/01/2014		М		18,097	A	\$0 ⁽¹⁾	84,693	D	
Registered Shares	03/01/2014		М		15,340	A	\$0 ⁽²⁾	100,033	D	
Registered Shares	03/01/2014		F		806	D	\$0 ⁽³⁾	99,227	D	

Table 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)		n of		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 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				
Deferred Units	\$0.0 ⁽¹⁾	03/01/2014		М			18,097	03/01/2014 ⁽¹⁾	(1)	Registered Shares	18,097	\$0	18,098	D	
Deferred Units	\$0.0 ⁽²⁾	03/01/2014		М			15,340	03/01/2014 ⁽²⁾	(2)	Registered Shares	15,340	\$0	30,680	D	

Explanation of Responses:

1. Deferred Units, which are 1-for-1 share equivalents, acquired on March 1, 2012, pursuant to the Issuer's long-term incentive plan. One-Third of such deferred units vested on March 1, 2013, resulting in delivery of registered shares to the reporting person.

2. Deferred Units, which are 1-for-1 share equivalents, acquired on March 1, 2013, pursuant to the Issuer's long-term incentive plan. One third of such deferred units vested on March 1, 2014, resulting in delivery of registered shares to the reporting person.

3. These shares were withheld upon the vesting of restricted stock units to pay tax withholding obligations.

Remarks:

/s/Jill S. Greene, By Power of

Attorney

Date

03/04/2014

** 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.

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See

Instruction 1(b).