

TRANSOCEAN INC  
Form 4  
November 29, 2007

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**RICHARD C D**

(Last) (First) (Middle)

**4 GREENWAY PLAZA**

(Street)

**HOUSTON, TX 77046**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**TRANSOCEAN INC [RIG]**

3. Date of Earliest Transaction (Month/Day/Year)  
**11/27/2007**

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
**VP HR & IT**

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting Person

**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. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Ordinary Shares	11/27/2007		A		10,377	A	11	10,377	D	
Ordinary Shares	11/27/2007		F		3,616	D	11/4	6,761	D	
Ordinary Shares	11/27/2007		A		306	A	11	306	I	401(k) Plan

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

**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 control**

SEC 1474 (9-02)

number.

**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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of
Stock Options	\$ 58.86 (2)	11/27/2007		A	1,698	11/27/2007(2)	02/28/2015	Ordinary Shares	1
Stock Options	\$ 58.86 (2)	11/27/2007		A	1,453	11/27/2007(2)	02/28/2015	Ordinary Shares	1
Stock Appreciation Rights	\$ 77.74 (3)	11/27/2007		A	12,104	11/27/2007(3)	01/03/2016	Ordinary Shares	12
Stock Appreciation Rights	\$ 96.17 (3)	11/27/2007		A	17,384	11/27/2007(3)	12/07/2016	Ordinary Shares	17

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RICHARD C D 4 GREENWAY PLAZA HOUSTON, TX 77046			VP HR & IT	

## Signatures

Chipman Earle, by power of attorney  
11/29/2007

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* 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).

Pursuant to the Agreement and Plan of Merger dated July 21, 2007 (the "Merger Agreement") among Transocean Inc., Transocean Worldwide Inc. and GlobalSantaFe Corporation ("GlobalSantaFe"), at the effective time of the merger contemplated by the Merger Agreement, each outstanding ordinary share, par value \$0.01 per share, of GlobalSantaFe was converted into the right to receive 0.4757 ordinary shares of Transocean, having a market value of \$129.39 per share as of the close of trading on the trading day immediately preceding the effective time of the merger, and \$22.46 in cash.

## Edgar Filing: TRANSOCEAN INC - Form 4

- Pursuant to the Merger Agreement, at the effective time of the merger, each outstanding option to purchase GlobalSantaFe ordinary shares was assumed by Transocean and became fully vested and exercisable for a number of Transocean ordinary shares equal to the
- (2) number of GlobalSantaFe ordinary shares for which such option was exercisable immediately prior to the merger multiplied by 0.6368 (rounded down to the nearest whole share) with a per share exercise price equal to the exercise price of the option immediately prior to the merger divided by 0.6368 (rounded up to the nearest whole cent).

- Pursuant to the Merger Agreement, at the effective time of the merger, each outstanding GlobalSantaFe stock-settled appreciation right ("SAR") was assumed by Transocean and became fully vested and exercisable for a number of Transocean ordinary shares equal to the
- (3) number of GlobalSantaFe ordinary shares for which such SAR was exercisable immediately prior to the merger multiplied by 0.6368 (rounded down to the nearest whole share) with a per share exercise price equal to the exercise price of the SAR immediately prior to the merger divided by 0.6368 (rounded up to the nearest whole cent).

- (4) Shares automatically withheld upon vesting to satisfy tax withholding obligations.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.