TRANSOCEAN INC

Form 4

February 08, 2005

FORM 4

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

OMB Number: 3235-0287

Estimated average

burden hours per

OMB APPROVAL

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005

Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction

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

response... 0.5

1(b).

Ordinary

Shares

02/04/2005

(Print or Type Responses)

1. Name and Address of Reporting Person * CAUTHEN GREGORY L			2. Issuer Name and Ticker or Trading Symbol TRANSOCEAN INC [RIG]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(
4 GREENWAY PLAZA			(Month/Day/Year) 02/04/2005	Director 10% Owner _X_ Officer (give title Other (specify below) Sr. VP, CFO and Treasurer			
(Street)			4. If Amendment, Date Original 6. Individual or Joint/Group Fi				
HOUSTON, TX 77046			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Ownership Indirect (Instr. 3) (Instr. 3, 4 and 5) Beneficial Code Beneficially Form: (Month/Day/Year) (Instr. 8) Owned Direct (D) Ownership Following or Indirect (Instr. 4) Reported (A) Transaction(s) (Instr. 4) (Instr. 3 and 4) Code V Amount (D) Price Ordinary $M^{(1)}$ 02/04/2005 6,760 A 6,760 Ι By Wife (5) **Shares** 38.07 Ordinary $S^{(1)}$ 02/04/2005 6,760 D \$ 45 0 I By Wife (5) Shares Ordinary $M^{(1)}$ Ι 02/04/2005 10,000 \$ 37 10,000 By Wife (5) A Shares Ordinary $S^{(1)}$ 02/04/2005 10,000 D \$ 45 0 Ι By Wife (5) Shares

3,000

A

\$41.5 3,000

I

 $M^{(1)}$

By Wife (5)

Edgar Filing: TRANSOCEAN INC - Form 4

Ordinary Shares	02/04/2005	S(1)	3,000	D	\$ 45	0	I	By Wife (5)
Ordinary Shares	02/04/2005	M(3)	6,666	A	\$ 28.8	8,166	D	
Ordinary Shares	02/04/2005	S(3)	6,666	D	\$ 45	1,500	D	
Ordinary Shares	02/04/2005	M(3)	8,856	A	\$ 21.2	10,356	D	
Ordinary Shares	02/04/2005	S(3)	8,856	D	\$ 45	1,500	D	
Ordinary Shares						2,159	I	By Issuer Employee Stock Purchase Plan (4)

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 number.

SEC 1474 (9-02)

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 onDerivative 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 Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options	\$ 38.07	02/04/2005		M(1)		6,760	(2)	01/10/2006	Ordinary Shares	6,760
Stock Options	\$ 37	02/04/2005		M <u>(1)</u>		10,000	(2)	01/10/2006	Ordinary Shares	10,000
Stock Options	\$ 41.5	02/04/2005		M(1)		3,000	(2)	02/12/2008	Ordinary Shares	3,000
Stock Options	\$ 28.8	02/04/2005		M(3)		6,666	(2)	07/10/2012	Ordinary Shares	6,666
Stock Options	\$ 21.2	02/04/2005		M(3)		8,856	(2)	07/10/2013	Ordinary Shares	8,856

Edgar Filing: TRANSOCEAN INC - Form 4

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

CAUTHEN GREGORY L 4 GREENWAY PLAZA HOUSTON, TX 77046

Sr. VP, CFO and Treasurer

Signatures

William E. Turcotte by Power of Attorney 02/08/2005

**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).
- (1) The transactions were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person's wife on November 23, 2004.
- (2) The options are fully vested and exercisable.
- (3) The transactions were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 30, 2004.
- (4) Shares owned under the Issuer's Employee Stock Purchase Plan. Includes 808 shares acquired between September 3, 2004 and February 4, 2005.
- (5) The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein. The reporting person married the owner of the securities on August 28, 2004.

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.

Reporting Owners 3