



Hercules Offshore, Inc.

HERO NASDAQ

Oil / Gas Drilling

Market Capitalization USD:

\$401.23 mm

CONCERN LEVEL: AVERAGE

- 1 The CEO's total remuneration is within the typical market range for the relevant industry and market cap.
- 2 The ratio between the CEO's pay and the median pay of the other named executive officers is 3X or less.
- 3 The CEO's annual cash incentives rose or fell in line with annual performance.
- 4 The CEO received no more than one annual cash bonus this fiscal year.
- 5 The CEO's equity remuneration reflected the company's share price movement over the last five years.
- 6 The company only pays long-term incentives to the CEO for above median performance against a peer group.
- 7 The company's dilution from equity incentives is 10 percent or less.
- 8 Unvested equity lapses when the CEO's employment is terminated.
- 9 The CEO's potential cash severance payment is capped at two times annual cash remuneration.
- 10 The accrued benefits of the CEO's post-retirement income are within the typical market range for the relevant market cap bracket.

CEO: John T. Rynd

Age: 54

CEO Since: 2008

	2009	2010	2011
Base Salary	\$653,962	\$630,000	\$630,000
Discretionary Bonus	\$0	\$0	\$0
Annual Cash Incentive	\$390,600	\$1,366,164	\$1,470,080
Benefits and Perquisites	\$19,627	\$0	\$12,452
TOTAL ANNUAL COMPENSATION	\$1,064,189	\$1,996,164	\$2,112,532
Increase in Post-Retirement Benefits	\$0	\$0	\$0
Stock Option Awards	\$253,750	\$519,900	\$0
Stock Awards	\$0	\$0	\$3,230,559
TOTAL COMPENSATION	\$1,317,939	\$2,516,064	\$5,343,091
Median of Other Named Executive Officers Total Compensation	\$528,445	\$1,058,500	\$1,361,232
Value Realized on Exercise of Stock Option	\$0	\$0	\$0
Value Realized on Vesting of Stock	\$0	\$33,210	\$220,260
TOTAL REALIZED EQUITY COMPENSATION	\$0	\$33,210	\$220,260

Proxy Date: 30 Mar 2012

Annual Meeting Date: 15 May 2012

Equity Reserves: 0.00%

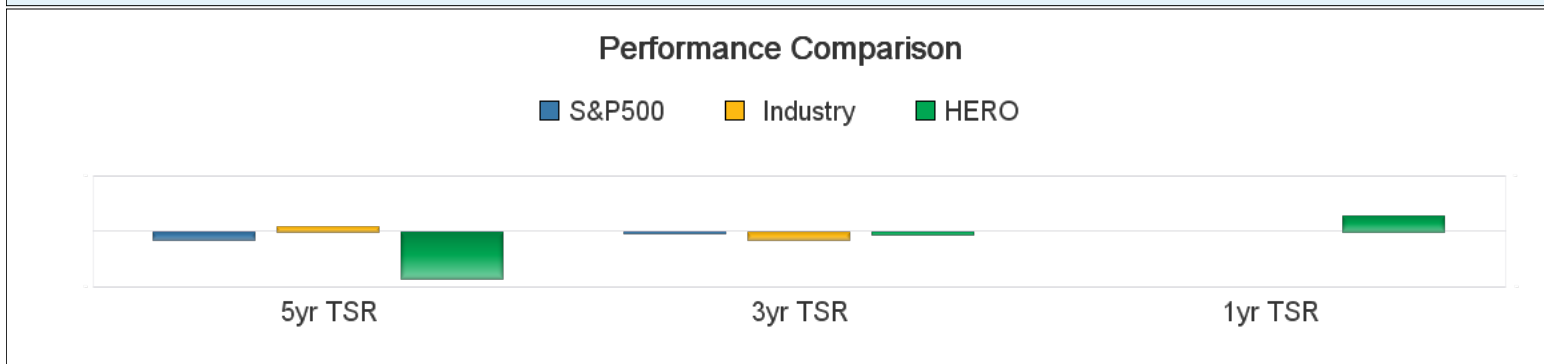
Stock Option Run Rate: 0.00%

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Peer Comparisons (TRBC) = Energy

Ticker	Company Name	Total Summary CEO Compensation			Market Cap
		2009	2010	2011	
HERO	Hercules Offshore, Inc.	\$1,317,939	\$2,516,064	\$5,343,091	\$401,230,348
BRS	Bristow Group Inc.	\$3,998,753	\$4,348,300		\$1,551,402,628
OSG	Overseas Shipholding Group, Inc.	\$1,489,082	\$2,703,832		\$418,577,654
MTRX	Matrix Service Company	\$1,358,285	\$1,234,267		\$225,574,927
MMR	McMoRan Exploration Co.	\$1,202,597	\$4,688,000		\$1,573,771,580
PHX	Panhandle Oil and Gas Inc.	\$522,028	\$503,082	\$821,906	\$233,923,728
CPX	Complete Production Services, Inc.	\$2,469,952	\$4,580,076		\$1,494,564,304

To insure consistency, peer comparisons are based on a combination of TRBC Industry and Sector classifications and company market caps. Missing peer pay figures for 2011 are due to differences in company filing schedules.

Pay Peer Group

ATP Oil and Gas Corp., Ensco PLC, Rowan Companies, Inc., Atwood Oceanics Inc., Gulfmark Offshore, Superior Energy Services, Inc., Basic Energy Services, Helmerich & Payne, Tetra Technologies Inc., Diamond Offshore Drilling, Inc., Hornbeck Offshore Services, Inc., Tidewater Inc., Dresser-Rand Group Inc., Parker Drilling, Willbros Group Inc., Patterson-UTI Energy Inc.

Performance Peer Group

NA

COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
Thomas M. Hamilton	Chairman	68	Male	5	Outside
F. Gardner Parker	Member	70	Male	7	Outside
Thierrv Pilenko	Member	54	Male	6	Outside

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