

TRANSOCEAN INC  
Form S-8  
May 13, 2004

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As filed with the Securities and Exchange Commission on May 13, 2004

Registration No. 333-\_\_\_\_\_

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

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**FORM S-8  
REGISTRATION STATEMENT  
UNDER THE SECURITIES ACT OF 1933**

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**Transocean Inc.**  
(Exact name of registrant as specified in its charter)

**Cayman Islands**  
(State or other jurisdiction of  
incorporation or organization)

**66-0582307**  
(I.R.S. Employer  
Identification No.)

**4 Greenway Plaza**  
**Houston, Texas**  
(Address of Principal Executive Offices)

**77046**  
(Zip Code)

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**Long-Term Incentive Plan**  
(Full title of the plan)

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**Eric B. Brown, Esq.**  
**Transocean Inc.**  
**4 Greenway Plaza**  
**Houston, Texas 77046**  
(Name and address of agent for service)

**(713) 232-7500**  
(Telephone number, including area code, of agent for service)

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**CALCULATION OF REGISTRATION FEE**

	<b>Amount to be</b>	<b>Proposed maximum offering price per</b>	<b>Proposed maximum aggregate offering</b>	<b>Amount of registration fee</b>
<b>Title of securities to be registered</b>	<b>registered</b>	<b>share (1)</b>	<b>price (1)</b>	
Ordinary Shares, par value \$.01 per share	4,000,000	\$ 25.66	\$ 102,640,000	\$ 13,004.49

- (1) Estimated pursuant to Rules 457(c) and (h) solely for the purpose of computing the registration fee and based upon the average of the high and low sales prices of the ordinary shares reported on the New York Stock Exchange Composite Tape on May 10, 2004.
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ITEM 8. EXHIBITS.

SIGNATURES

EXHIBIT INDEX

Opinion of Walkers

Consent of Ernst & Young LLP

Powers of Attorney

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This Registration Statement is being filed by Transocean Inc. ( Transocean ) pursuant to General Instruction E of Form S-8 under the Securities Act of 1933, as amended. The contents of the Registration Statement on Form S-8 (Registration No. 333-94543) filed with the Securities and Exchange Commission (the SEC ) on January 12, 2000 are incorporated herein by reference.

ITEM 8. EXHIBITS.

- \*4.1 Long-Term Incentive Plan of Transocean, as amended and restated effective February 12, 2004 (incorporated by reference to Appendix B to Transocean's Definitive Proxy Statement on Schedule 14A filed with the SEC on March 19, 2004)
- 5.1 Opinion of Walkers, regarding the legality of securities to be issued by Transocean
- 23.1 Consent of Ernst & Young LLP
- 23.2 Consent of Walkers (contained in Exhibit 5.1)
- 24.1 Powers of Attorney

\* Incorporated herein by reference as indicated.

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas, on May 13, 2004.

TRANSOCEAN INC.

By: /s/ Robert L. Long  
 Robert L. Long  
 President and Chief Executive  
 Officer

**Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated on May 13, 2004.**

<u>Signature</u>	<u>Title</u>
*	Chairman of the Board of Directors
J. Michael Talbert	
/s/ Robert L. Long	President, Chief Executive Officer and Director (Principal Executive Officer)
Robert L. Long	
/s/ Gregory L. Cauthen	Senior Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)
Gregory L. Cauthen	
*	Director
Victor E. Grijalva	
*	Director
Arthur Lindenauer	
*	Director
Paul B. Loyd, Jr.	
*	Director
Martin B. McNamara	

*	Director
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Roberto Monti	
*	Director
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Richard A. Pattarozzi	
*	Director
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Kristian Siem	
*	Director
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Robert M. Sprague	
*	Director
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Ian C. Strachan	

\* By: /s/ William E. Turcotte  
William E. Turcotte  
(Attorney-in-Fact)

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**EXHIBIT INDEX**

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