

HORNBECK OFFSHORE SERVICES INC /LA
 Form 4
 February 18, 2016

FORM 4

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

OMB APPROVAL

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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 *
HARP JAMES O JR

2. Issuer Name and Ticker or Trading Symbol
HORNBECK OFFSHORE SERVICES INC /LA [HOS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
**103 NORTH PARK BOULEVARD,
 SUITE 300**

3. Date of Earliest Transaction
 (Month/Day/Year)
02/16/2016

____ Director
 Officer (give title below) _____ Other (specify below)
Executive Vice President & CFO

(Street)
COVINGTON, LA 70433

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| COMMON STOCK | 02/16/2016 | | F | (A) or (D) D | 2,407 \$ 7.89 | D | |
| COMMON STOCK | 02/16/2016 | | A | (A) or (D) A | 57,921 \$ 0 | D | |
| COMMON STOCK | | | | | 12,784 | I | By IRA |

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

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 (9-02)

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| PHANTOM STOCK | (3) | 02/16/2016 | | A | 57,921 | 02/16/2017 02/16/2019 | COMMON STOCK |
| PHANTOM STOCK | (4) | 02/16/2016 | | A | 115,842 | 02/16/2019 02/16/2019 | COMMON STOCK |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| HARP JAMES O JR 103 NORTHPARK BOULEVARD, SUITE 300 COVINGTON, LA 70433 | | | Executive Vice President & CFO | |

Signatures

/s/ Beth A. LaBrosse as POA for James O. Harp
 **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) Disposition of these shares represents payment of tax liability by delivering or withholding securities incident to the vesting of a restricted stock unit award issued in accordance with Rule 16b-3.
- (2) These time-vest restricted stock unit awards will vest in three equal annual installments on the 1st, 2nd and 3rd anniversaries of the Grant Date.
- (3) These time-vest phantom restricted stock unit awards will vest in three equal annual installments on the 1st, 2nd and 3rd anniversaries of the Grant Date. Each is the economic equivalent of one share of the Company's Common Stock. These phantom shares are payable in either stock or cash at the election of the Company.
- (4) These performance-vest phantom restricted stock awards can vest in whole or in part on the 3rd anniversary of the Grant Date based upon the Company achieving certain levels of specified performance objectives. The number of units listed above represent the maximum amount that may be earned, or 150% of the target grant. Each is the economic equivalent of one share of the Company's Common Stock. These phantom shares are payable in either stock or cash at the election of the Company.

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

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