

HORNBECK OFFSHORE SERVICES INC /LA
 Form 4
 February 16, 2006

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 *
 Cook John S

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)
 ___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
 Vice President and CIO

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

3. Date of Earliest Transaction (Month/Day/Year)
 02/14/2006

COVINGTON, LA 70433

(City) (State) (Zip)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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 |
| Common Stock | 02/14/2006 | | A | | 10,500 <u>(1)</u> | A | \$ 0 |
| Common Stock | | | | | 50 | I | |

By UGMA custodian for children

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

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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 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 Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Stock Option (right to buy) | \$ 33.15 | 02/14/2006 | | A | 9,500 | 02/14/2007 ⁽²⁾ 02/14/2016 | Common Stock 9,500 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Cook John S 103 NORTHPARK BOULEVARD SUITE 300 COVINGTON, LA 70433 | | | Vice President and CIO | |

Signatures

/s/ Paul M. Ordogne, as poa for John S. Cook 02/16/2006

**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).

Restricted stock award subject to forfeiture based on the relative stock price performance of HOS and certain of its public peers for the 3-year period ending 2/14/2009. The above shares represent the maximum amount of shares that may be received by the reporting person under the bonus and forfeiture provisions of this long-term incentive grant. The actual amount of shares finally received will be calculated as a percentage of the "Base" amount (equal to 50% of the above amount) based on the relative performance ranking of HOS compared to its peers, as follows: (1) Top 20% = 200% of Base; (2) Top 33-1/3% = between 150% and 200% of Base; (3) Top 50% = between 100% and 150% of Base; (4) Top 66-2/3% = between 50% and 100% of Base; and (5) Bottom 33-1/3% = no shares. Within categories (2), (3) and (4), the appropriate bonus and forfeiture factors related to the Base amount will be interpolated on a straight-line basis between the two performance percentages.

(2) The option provides for vesting in three equal annual installments commencing on 02/14/2007.

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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