

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>CAUTHEN GREGORY L</u>  (Last) (First) (Middle) 4 GREENWAY PLAZA  (Street) HOUSTON TX 77046  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>TRANSOCEAN INC [ RIG ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) Other (specify below) X Sr. VP, CFO and Treasurer
	3. Date of Earliest Transaction (Month/Day/Year) 02/04/2005	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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)
			Code	V	Amount	(A) or (D)	Price			
Ordinary Shares	02/04/2005		M <sup>(1)</sup>		6,760	A	\$38.07	6,760	I	By Wife <sup>(5)</sup>
Ordinary Shares	02/04/2005		S <sup>(1)</sup>		6,760	D	\$45	0	I	By Wife <sup>(5)</sup>
Ordinary Shares	02/04/2005		M <sup>(1)</sup>		10,000	A	\$37	10,000	I	By Wife <sup>(5)</sup>
Ordinary Shares	02/04/2005		S <sup>(1)</sup>		10,000	D	\$45	0	I	By Wife <sup>(5)</sup>
Ordinary Shares	02/04/2005		M <sup>(1)</sup>		3,000	A	\$41.5	3,000	I	By Wife <sup>(5)</sup>
Ordinary Shares	02/04/2005		S <sup>(1)</sup>		3,000	D	\$45	0	I	By Wife <sup>(5)</sup>
Ordinary Shares	02/04/2005		M <sup>(3)</sup>		6,666	A	\$28.8	8,166	D	
Ordinary Shares	02/04/2005		S <sup>(3)</sup>		6,666	D	\$45	1,500	D	
Ordinary Shares	02/04/2005		M <sup>(3)</sup>		8,856	A	\$21.2	10,356	D	
Ordinary Shares	02/04/2005		S <sup>(3)</sup>		8,856	D	\$45	1,500	D	
Ordinary Shares								2,159	I	By Issuer Employee Stock Purchase Plan <sup>(4)</sup>

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Options	\$38.07	02/04/2005		M <sup>(1)</sup>			6,760	(2)	01/10/2006	Ordinary Shares	6,760	\$0	0	I	By Wife
Stock Options	\$37	02/04/2005		M <sup>(1)</sup>			10,000	(2)	01/10/2006	Ordinary Shares	10,000	\$0	0	I	By Wife
Stock Options	\$41.5	02/04/2005		M <sup>(1)</sup>			3,000	(2)	02/12/2008	Ordinary Shares	3,000	\$0	0	I	By Wife
Stock Options	\$28.8	02/04/2005		M <sup>(3)</sup>			6,666	(2)	07/10/2012	Ordinary Shares	6,666	\$0	13,334	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Options	\$21.2	02/04/2005		M <sup>(3)</sup>			8,856	(2)	07/10/2013	Ordinary Shares	8,856	\$0	17,714	D	

**Explanation of Responses:**

- The transactions were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person's wife on November 23, 2004.
- The options are fully vested and exercisable.
- The transactions were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 30, 2004.
- Shares owned under the Issuer's Employee Stock Purchase Plan. Includes 808 shares acquired between September 3, 2004 and February 4, 2005.
- 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.

**Remarks:**

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

\*\* Signature of Reporting Person      Date

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

\* 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).

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

**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 Number.**

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints each of Eric B. Brown and William E. Turcotte, signing singly, the undersigned's true and lawful attorney-in-fact to:

(1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of Transocean Inc. (the "Company"), Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;

(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5, complete and execute any amendment or amendments thereto, and file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and

(3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to

the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 20th day of July, 2004.

Signature: /s/

Name: Geogry L. Cauthen