

Superior Offshore International Inc.
 Form 4/A
 January 04, 2008

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
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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 *
 Koch R Joshua Jr

2. Issuer Name and Ticker or Trading Symbol
 Superior Offshore International Inc.
 [DEEP]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 610 GRECIAN WAY
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 12/27/2007

____ Director
 ____ Officer (give title below)
 ___X___ 10% Owner
 ____ Other (specify below)

HOUSTON, TX 77024
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)
 12/31/2007

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. Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned 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 | 12/27/2007 | | S ⁽¹⁾ | 100 D \$ 5.61 | 261,001 | D | |
| Common Stock | 12/27/2007 | | S ⁽¹⁾ | 192 D \$ 5.6 | 260,809 | D | |
| Common Stock | 12/27/2007 | | S ⁽¹⁾ | 6,300 D \$ 5.59 | 254,509 | D | |
| Common Stock | 12/27/2007 | | S ⁽¹⁾ | 5,400 D \$ 5.56 | 249,109 | D | |
| Common Stock | 12/27/2007 | | S ⁽¹⁾ | 35,500 D \$ 5.55 | 213,609 | D | |

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| | | | | | | | |
|--------------|------------|------------------------|--------|---|---------|---------|---|
| Common Stock | 12/27/2007 | <u>S⁽¹⁾</u> | 3,300 | D | \$ 5.54 | 210,309 | D |
| Common Stock | 12/27/2007 | <u>S⁽¹⁾</u> | 8 | D | \$ 5.53 | 210,301 | D |
| Common Stock | 12/28/2007 | <u>S⁽¹⁾</u> | 200 | D | \$ 5.64 | 210,101 | D |
| Common Stock | 12/28/2007 | <u>S⁽¹⁾</u> | 700 | D | \$ 5.63 | 209,401 | D |
| Common Stock | 12/28/2007 | <u>S⁽¹⁾</u> | 100 | D | \$ 5.61 | 209,301 | D |
| Common Stock | 12/28/2007 | <u>S⁽¹⁾</u> | 6,900 | D | \$ 5.6 | 202,401 | D |
| Common Stock | 12/28/2007 | <u>S⁽¹⁾</u> | 400 | D | \$ 5.57 | 202,001 | D |
| Common Stock | 12/28/2007 | <u>S⁽¹⁾</u> | 400 | D | \$ 5.56 | 201,601 | D |
| Common Stock | 12/28/2007 | <u>S⁽¹⁾</u> | 300 | D | \$ 5.54 | 201,301 | D |
| Common Stock | 12/28/2007 | <u>S⁽¹⁾</u> | 400 | D | \$ 5.53 | 200,901 | D |
| Common Stock | 12/28/2007 | <u>S⁽¹⁾</u> | 200 | D | \$ 5.52 | 200,701 | D |
| Common Stock | 12/28/2007 | <u>S⁽¹⁾</u> | 170 | D | \$ 5.41 | 200,531 | D |
| Common Stock | 12/28/2007 | <u>S⁽¹⁾</u> | 18,756 | D | \$ 5.4 | 181,775 | D |
| Common Stock | 12/28/2007 | <u>S⁽¹⁾</u> | 1,700 | D | \$ 5.39 | 180,075 | D |
| Common Stock | 12/28/2007 | <u>S⁽¹⁾</u> | 2,400 | D | \$ 5.38 | 177,675 | D |
| Common Stock | 12/28/2007 | <u>S⁽¹⁾</u> | 6,624 | D | \$ 5.37 | 171,051 | D |
| Common Stock | 12/28/2007 | <u>S⁽¹⁾</u> | 4,700 | D | \$ 5.36 | 166,351 | D |
| Common Stock | 12/28/2007 | <u>S⁽¹⁾</u> | 350 | D | \$ 5.35 | 166,001 | D |

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

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 control number.

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(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) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V | (A) | (D) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Koch R Joshua Jr 610 GRECIAN WAY HOUSTON, TX 77024 | | X | | |

Signatures

/s/ R. Joshua
Koch, Jr. 01/04/2008

__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).

This Form 4 is being amended to correct the Transaction Code in Column 3 from "D" to "S" to reflect that all of these transactions were (1) open-market sales of common stock. The reporting person did not sell, surrender or otherwise transfer to the Issuer any of the shares reported on this Form 4. No additional transactions are being reported on this amendment to Form 4.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.