

Cook John S
 Form 4
 February 20, 2019

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)
 Executive VP, CCO, & CIO

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

3. Date of Earliest Transaction
 (Month/Day/Year)
 02/15/2019

COVINGTON, LA 70433

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

(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) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|
| | | | | (A) or (D) | Price | | | |
| | | | | Code | V | Amount | | |
| COMMON STOCK | 02/15/2019 | | M | | 15,687 | A | \$ 207,049 | D |
| COMMON STOCK | 02/15/2019 | | D | | 15,687 | D | \$ 1.47 (1) | D |
| COMMON STOCK | 02/15/2019 | | M | | 70,905 | A | \$ 262,267 | D |
| COMMON STOCK | 02/15/2019 | | D | | 70,905 | D | \$ 1.47 (2) | D |

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COMMON STOCK 02/15/2019 F 4,691⁽³⁾ D \$ 1.59 186,671 D

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.

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.

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) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| PHANTOM STOCK | <u>(1)</u> | 02/15/2019 | | M | 15,687 | <u>(1)</u> <u>(1)</u> | COMMON STOCK | 15,687 | |
| PHANTOM STOCK | <u>(2)</u> | 02/15/2019 | | M | 70,905 | <u>(2)</u> <u>(2)</u> | COMMON STOCK | 70,905 | |
| PHANTOM STOCK | <u>(4)</u> | 02/15/2019 | | D | 23,217 | <u>(4)</u> <u>(4)</u> | COMMON STOCK | 23,217 | |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Cook John S
103 NORTHPARK BOULEVARD, SUITE 300
COVINGTON, LA 70433

Executive VP, CCO, & CIO

Signatures

/s/ Beth A. LaBrosse as POA for John S. Cook

02/20/2019

 **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).

Represents the one-third vesting and cash settlement of a time-vest phantom stock unit award with a Grant Date of February 16, 2016. Each phantom unit is the economic equivalent of one share of the Company's Common Stock. The phantom shares are payable in cash or stock at the election of the Company. Cash awards are based on a 10 day trailing average of the market price of the Company's stock on the vesting date. No shares were actually issued, converted, or sold in connection with this transaction.

(1) Represents the vesting and cash settlement of a performance-vest phantom stock unit award with a Grant Date of February 16, 2016. Each phantom unit is the economic equivalent of one share of the Company's Common Stock. The phantom shares are payable in cash or stock at the election of the Company. Cash awards are based on a 10 day trailing average of the market price of the Company's stock on the vesting date. No shares were actually issued, converted, or sold in connection with this transaction.

(2) 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.

(3) These shares represent the forfeiture of a portion of a performance-vest phantom stock unit award granted February 16, 2016.

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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