

HEARNE GRAHAM  
Form 4  
May 10, 2005

**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 \*  
**HEARNE GRAHAM**

(Last) (First) (Middle)  
**5 CRESCENT PLACE**  
  
(Street)  
  
**LONDON, X0 SW3 2EA**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**ROWAN COMPANIES INC [RDC]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**04/22/2005**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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)	
				(A) or (D)	Price			
				Code	V	Amount	(D)	Price

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	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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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Derivative Security				(A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units <sup>(1)</sup>	\$ 0 <sup>(1)</sup>	04/22/2005	05/10/2005	A			2,700		04/28/2006	08/08/1988 <sup>(2)</sup>	Common Stock	2,700

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HEARNE GRAHAM 5 CRESCENT PLACE LONDON, X0 SW3 2EA		X		

## Signatures

/s/ Mark Hay  
\*\*\* 05/10/2005

\*\*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).
- These "1-for-1" restricted stock units, which were approved by the Issuer's Board of Directors on April 22, 2005, relate to the Reporting Person's director annual service period that began April 22, 2005 and become fully vested and nonforfeitable on April 28, 2006, which is the next regularly-scheduled annual stockholders' meeting of the Issuer. The Reporting Person acknowledged and accepted such restricted stock units on May 10, 2005.
- (1) These "1-for-1" restricted stock units, which were approved by the Issuer's Board of Directors on April 22, 2005, relate to the Reporting Person's director annual service period that began April 22, 2005 and become fully vested and nonforfeitable on April 28, 2006, which is the next regularly-scheduled annual stockholders' meeting of the Issuer. The Reporting Person acknowledged and accepted such restricted stock units on May 10, 2005.
  - (2) The payout from the Reporting Person's restricted stock units account (in Issuer common stock or, at the discretion of the Issuer's Compensation Committee, in cash) will occur upon the termination date of the Reporting Person's service on the Board.

### Remarks:

\*\*\*See Power of Attorney attached.

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.