

HERCULES INC
Form 4
September 21, 2006

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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 *
CARRINGTON EDWARD V

(Last) (First) (Middle)

HERCULES PLAZA, 1313 N. MARKET STREET

(Street)

WILMINGTON, DE 19894-0001

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

HERCULES INC [HPC]

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

09/20/2006

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)

Vice President, Human Resource

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	09/20/2006		M ⁽¹⁾		35,500	A	\$ 11.28
Common Stock	09/20/2006		S ⁽¹⁾		100	D	\$ 15.78
Common Stock	09/20/2006		S ⁽¹⁾		100	D	\$ 15.79
Common Stock	09/20/2006		S ⁽¹⁾		200	D	\$ 15.81
Common Stock	09/20/2006		S ⁽¹⁾		200	D	\$ 15.82

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Common Stock	09/20/2006	<u>S</u> ⁽¹⁾	100	D	\$ 15.83	120,950	D
Common Stock	09/20/2006	<u>S</u> ⁽¹⁾	400	D	\$ 15.84	120,550	D
Common Stock	09/20/2006	<u>S</u> ⁽¹⁾	7,000	D	\$ 15.86	113,550	D
Common Stock	09/20/2006	<u>S</u> ⁽¹⁾	7,600	D	\$ 15.87	105,950	D
Common Stock	09/20/2006	<u>S</u> ⁽¹⁾	6,200	D	\$ 15.88	99,750	D
Common Stock	09/20/2006	<u>S</u> ⁽¹⁾	13,600	D	\$ 15.89	86,150	D
Common Stock	09/20/2006	<u>M</u> ⁽¹⁾	50,000	A	\$ 11.91	136,150	D
Common Stock	09/20/2006	<u>S</u> ⁽¹⁾	1,000	D	\$ 15.84	135,150	D
Common Stock	09/20/2006	<u>S</u> ⁽¹⁾	7,100	D	\$ 15.85	128,050	D
Common Stock	09/20/2006	<u>S</u> ⁽¹⁾	41,900	D	\$ 15.9	86,150	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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 11.28	09/20/2006		<u>M</u> ⁽¹⁾	35,500	08/23/2002 ⁽²⁾	08/23/2011	Common Stock	35,500
Stock Option	\$ 11.91	09/20/2006		<u>M</u> ⁽¹⁾	50,000	05/09/2003 ⁽³⁾	05/09/2012	Common Stock	50,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CARRINGTON EDWARD V HERCULES PLAZA 1313 N. MARKET STREET WILMINGTON, DE 19894-0001			Vice President, Human Resource	

Signatures

/s/ Richard G. Dahlen Acting As Attorney in Fact for Edward V.
Carrington

09/21/2006

__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).
- (1) The sales and stock option exercises reported on this Form 4 were affected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on September 6, 2006.
 - (2) Three year staggered vesting period in 40%, 40% and 20% increments beginning 8/23/2002.
 - (3) Three year staggered vesting period in 40%, 40% and 20% increments beginning 5/9/2003.

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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