

BERGERON WILLIE

Form 5

February 11, 2003

SEC Form 5

FORM 5 <input type="checkbox"/> Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). <input type="checkbox"/> Form 3 Holdings Reported <input type="checkbox"/> Form 4 Transactions Reported	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP 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(f) of the Investment Company Act of 1940	OMB APPROVAL OMB Number: 3235-0362 Expires: January 31, 2005 Estimated average burden hours per response. . . . 1.0	
1. Name and Address of Reporting Person* Bergeron, Willie <div style="display: flex; justify-content: space-between;"> (Last) (First) </div> <div style="display: flex; justify-content: center;"> (Middle) </div> 401 Whitney Avenue Suite 400 <div style="display: flex; justify-content: center;"> (Street) </div> Gretna, LA 70056 <div style="display: flex; justify-content: space-between;"> (City) (State) (Zip) </div>	2. Issuer Name and Ticker or Trading Symbol Torch Offshore, Inc. TORC 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)	4. Statement for Month/Year 12/2002 5. If Amendment, Date of Original (Month/Year)	6. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Description Vice President - Operations 7. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Restricted Common Stock	05/16/2002		A	4,290 (1) / A / None	1,430	D	N/A

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. Conver- sion or Exercise Price of Deri- vative	3. Transaction Date (Month/ Day/ Year)	3A. Deemed Execution Date, if any	4. Transaction Code (Instr.8)	5. Number of Derivative Securities Acquired (A)	6. Date Exercisable(DE) and Expiration Date(ED) (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr.5)	9. Number of Derivative Securities Beneficially Owned at End of Year	10. Owner- ship Form of Deriva- tive

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	Security	Year)	(Month/ Day/ Year)		or Disposed Of (D) (Instr. 3, 4 and 5)				Reported Transaction(s) (Instr.4)	Securities: Direct (D) or Indirect (I) (Instr.4)
						DE / ED	Title / Amount or Number of Shares			
					A or D					
Stock Options (right to buy)	\$8.77	05/16/2002		A	22,000 A	(2) / 05/16/2012	Common Stock / 22,000	None	22,000	D

Explanation of Responses:

(1) The restricted shares vest in three equal installments on May 16, 2002, January 31, 2003 and January 31, 2004. As of December 31, 2002, 1,430 shares were beneficially owned at a price of \$7.00 per share.
(2) The above options vest in five equal installments beginng on May 16, 2003.

By:

Date:

/s/ Willie Bergeron

02/10/2003

Vice President - Operations

** Signature of Reporting Person

SEC 2270 (09-02)

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.

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.