

Burks Roger D
 Form 4
 October 31, 2007

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 *
 Burks Roger D

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)
 717 TEXAS AVENUE, SUITE 3150
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 10/31/2007

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

HOUSTON, TX 77002

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

6. Individual or Joint/Group Filing (Check Applicable Line)
 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)
			Code	V	Amount or Price		
Common Stock	10/31/2007		S(1)		31 D \$ 10.42	247,988	D
Common Stock	10/31/2007		S(1)		31 D \$ 10.41	247,957	D
Common Stock	10/31/2007		S(1)		16 D \$ 10.3922	247,941	D
Common Stock	10/31/2007		S(1)		16 D \$ 10.389	247,925	D
Common Stock	10/31/2007		S(1)		16 D \$ 10.3723	247,909	D

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Common Stock	10/31/2007	<u>S(1)</u>	16	D	\$ 10.36	247,893	D
Common Stock	10/31/2007	<u>S(1)</u>	47	D	\$ 10.3412	247,846	D
Common Stock	10/31/2007	<u>S(1)</u>	31	D	\$ 10.34	247,815	D
Common Stock	10/31/2007	<u>S(1)</u>	31	D	\$ 10.3337	247,784	D
Common Stock	10/31/2007	<u>S(1)</u>	16	D	\$ 10.33	247,768	D
Common Stock	10/31/2007	<u>S(1)</u>	16	D	\$ 10.3296	247,752	D
Common Stock	10/31/2007	<u>S(1)</u>	16	D	\$ 10.326	247,736	D
Common Stock	10/31/2007	<u>S(1)</u>	47	D	\$ 10.32	247,689	D
Common Stock	10/31/2007	<u>S(1)</u>	47	D	\$ 10.31	247,642	D
Common Stock	10/31/2007	<u>S(1)</u>	31	D	\$ 10.3076	247,611	D
Common Stock	10/31/2007	<u>S(1)</u>	16	D	\$ 10.302	247,595	D
Common Stock	10/31/2007	<u>S(1)</u>	31	D	\$ 10.3	247,564	D
Common Stock	10/31/2007	<u>S(1)</u>	16	D	\$ 10.2952	247,548	D
Common Stock	10/31/2007	<u>S(1)</u>	16	D	\$ 10.2921	247,532	D
Common Stock	10/31/2007	<u>S(1)</u>	16	D	\$ 10.2901	247,516	D
Common Stock	10/31/2007	<u>S(1)</u>	172	D	\$ 10.29	247,344	D
Common Stock	10/31/2007	<u>S(1)</u>	16	D	\$ 10.2877	247,328	D
Common Stock	10/31/2007	<u>S(1)</u>	16	D	\$ 10.2872	247,312	D
Common Stock	10/31/2007	<u>S(1)</u>	31	D	\$ 10.2847	247,281	D
Common Stock	10/31/2007	<u>S(1)</u>	16	D	\$ 10.2806	247,265	D
	10/31/2007	<u>S(1)</u>	31	D	\$ 10.28	247,234	D

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Common Stock								
Common Stock	10/31/2007	S ⁽¹⁾	16	D	\$ 10.2778	247,218	D	
Common Stock	10/31/2007	S ⁽¹⁾	16	D	\$ 10.2773	247,202	D	
Common Stock	10/31/2007	S ⁽¹⁾	16	D	\$ 10.2755	247,186	D	
Common Stock	10/31/2007	S ⁽¹⁾	31	D	\$ 10.2742	247,155	D	

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

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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. Number of Derivative Securities Owned Beneficially (Instr. 5)
						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
Burks Roger D 717 TEXAS AVENUE SUITE 3150 HOUSTON, TX 77002	X		EVP & CFO	

Signatures

/s/ James J. Mermis,
attorney-in-fact

10/31/2007

__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 reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on August 20, 2007. The Issuer disclosed the adoption of the trading plan in a Current Report on Form 8-K filed on August 21, 2007.

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.