

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 8-K

**CURRENT REPORT PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934**

**DATE OF REPORT: December 12, 2005
(Date of earliest event reported)**

Hornbeck Offshore Services, Inc.

(Exact Name of Registrant as Specified in Its Charter)

Delaware
**(State or other jurisdiction of
incorporation or organization)**

001-32108
(Commission File Number)

72-1375844
(I.R.S. Employer Identification Number)

103 Northpark Boulevard, Suite 300
Covington, LA
(Address of Principal Executive Offices)

70433
(Zip Code)

(985) 727-2000
(Registrant's Telephone Number, Including Area Code)

N/A
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 1.01 – Entry into a Material Definitive Agreement

On December 12, 2005, Hornbeck Offshore Services, Inc.'s, or the Company's, Board of Directors approved Amendment Number One to the Hornbeck Offshore Services, Inc. Amended and Restated Incentive Compensation Plan, or the Plan. The Company previously established the Plan to provide awards of options, restricted stock, performance-based restricted stock and other equity interests and incentives to select employees and non-employee directors. Amendment Number One amends the Plan to provide that if an employee or non-employee director retires from service with the Company, or a subsidiary, upon, or after satisfying certain prerequisites, the employee or non-employee director will become fully vested in all stock options and any associated stock appreciation rights awarded under the Plan that were not previously vested.

A copy of Amendment Number One to the Hornbeck Offshore Services, Inc. Amended and Restated Incentive Compensation Plan is attached as Exhibit 99.1.

Item 8.01 – Other Events

Todd M. Hornbeck, Chairman, President and Chief Executive Officer of Hornbeck Offshore, and certain related family trusts have entered into sales plans covering certain shares of common stock of the Company owned by them. Under the terms of the plans, adopted in compliance with SEC Rule 10b5-1, Mr. Hornbeck proposes to sell 10,000 shares of HOS common stock and each of the three trusts proposes to sell 10,000 shares of HOS common stock, subject to certain minimum price criteria. Similarly, three other executive officers, Carl G. Annessa, James O. Harp, Jr. and Samuel A. Giberga, have also entered into or extended existing 10b5-1 sales plans to sell 10,000, 10,000 and 6,666 shares purchasable under certain outstanding options that they hold, respectively.

The shares to be sold by Mr. Hornbeck and the related trusts, as well as the shares to be sold by Mr. Annessa and Mr. Harp, were shares not sold under previously announced Rule 10b5-1 plans. The sales plans referred to above are subject to the expiration of lock-up agreements executed in connection with the Company's recent registered sale of common stock, extend over approximately twelve (12) months and provide for sales at various escalating prices. Combined, these shares represent less than one-quarter of one percent of the total outstanding shares of common stock of HOS.

A copy of the press release with this announcement is attached as Exhibit 99.2.

Item 9.01 – Financial Statements and Exhibits

(c) Exhibit.

- 99.1 Amendment Number One to the Hornbeck Offshore Services, Inc. Amended and Restated Incentive Compensation Plan, dated December 12, 2005
- 99.2 Press Release, dated December 16, 2005

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	Amendment Number One to the Hornbeck Offshore Services, Inc. Amended and Restated Incentive Compensation Plan, dated December 12, 2005
99.2	Press Release, dated December 16, 2005

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Hornbeck Offshore Services, Inc.

Date: December 16, 2005

By: /s/ James O. Harp, Jr.

James O. Harp, Jr.

Executive Vice President and Chief Financial Officer

**AMENDMENT NUMBER ONE
TO THE
HORNBECK OFFSHORE SERVICES, INC.
AMENDED AND RESTATED INCENTIVE COMPENSATION PLAN**

WHEREAS, Hornbeck Offshore Services, Inc. (the "Company") previously established the Hornbeck Offshore Services, Inc. Amended and Restated Incentive Compensation Plan (the "Plan"), to provide performance-based stock incentives and other equity interests and incentives to select employees and non-employee directors;

WHEREAS, the Company wishes to amend the Plan to provide that if an employee, a non-employee director or an advisory director retires from service with the Company, or a Subsidiary, upon, or after satisfying certain prerequisites, the employee, non-employee director, or advisory director, as applicable, will become fully vested in all stock options and any associated stock appreciation rights awarded to the employee or non-employee director, as applicable, under the terms of the Plan; and

WHEREAS, pursuant to Section 14 of the Plan the Board may at any time and from time to time modify or amend the Plan;

NOW, THEREFORE, BE IT RESOLVED, that effective November 1, 2005;

1. Section 2.40, Retirement, is amended in its entirety as follows:

"Retirement" shall mean, with respect to an employee of the Company or any Subsidiary, the employee's retirement from employment with the Company or any of its Subsidiaries, other than discharge for Cause, on or after the date the employee attains age 60 provided the employee has ten (10) years of service as of the date the employee retires from service, or on or after the employee attains age 65. With respect to a non-employee Director or advisory director, "Retirement" shall mean such non-employee Director's or advisory director's termination of service as a member of or advisory director to the Board, on or after the date such non-employee Director or advisory director completes five (5) years of service as a member or advisory director to the Board.

2. Section 6.5, Vesting of Stock Options, is amended by adding paragraph (d) at the end of such Section to read as follows:

(d) In the event of the Retirement of an employee or a non-employee Director or advisory director, all Stock Options and any associated Stock Appreciation Rights granted pursuant to this Plan shall upon such Retirement become fully vested and immediately exercisable according to the terms of the respective agreement evidencing such Stock Option and/or Stock Appreciation Right.

IN WITNESS WHEREOF, this Amendment Number One has been executed this 12th day of December, 2005.

HORNBECK OFFSHORE SERVICES, INC.

By: /s/ Todd M. Hornbeck

Name: Todd M. Hornbeck

Title: Secretary



HORNBECK OFFSHORE SERVICES, INC.

Service with Energy

**NEWS RELEASE
05-031**

For Immediate Release

Contacts: Todd Hornbeck, CEO
Jim Harp, CFO
Hornbeck Offshore Services
985-727-6802
Ken Dennard, Managing Partner
DRG&E / 713-529-6600

**Hornbeck Offshore Reports Extension of Previously Announced and
Formation of New 10b5-1 Stock Sales Plans for Executive Officers**

COVINGTON, LA—December 16, 2005—Hornbeck Offshore Services, Inc. (NYSE: HOS) announced today that Todd M. Hornbeck, Chairman, President and Chief Executive Officer of Hornbeck Offshore, and certain related family trusts have entered into sales plans covering certain shares of common stock of the Company owned by them. Under the terms of the plans, adopted in compliance with SEC Rule 10b5-1, Mr. Hornbeck proposes to sell 10,000 shares of HOS common stock and each of the three trusts proposes to sell 10,000 shares of HOS common stock, subject to certain minimum price criteria. Similarly, three other executive officers, Carl G. Annessa, James O. Harp, Jr. and Samuel A. Giberga, have also entered into or extended existing 10b5-1 sales plans to sell 10,000, 10,000 and 6,666 shares purchasable under certain outstanding options that they hold, respectively.

The shares to be sold by Mr. Hornbeck and the related trusts, as well as the shares to be sold by Mr. Annessa and Mr. Harp, were shares not sold under previously announced Rule 10b5-1 plans. The sales plans referred to above are subject to the expiration of lock-up agreements executed in connection with the Company's recent registered sale of common stock, extend over approximately twelve (12) months and provide for sales at various escalating prices. Combined, these shares represent less than one-quarter of one percent of the total outstanding shares of common stock of HOS.

Hornbeck Offshore Services, Inc. is a leading provider of technologically advanced, new generation offshore supply vessels primarily in the U.S. Gulf of Mexico and select international markets, and is a leading transporter of petroleum products through its fleet of ocean-going tugs and tank barges primarily in the northeastern U.S. and in Puerto Rico. Hornbeck Offshore currently owns and operates a fleet of over 50 U.S.-flagged vessels service primarily the energy industry.

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