

REYNOLDS JOHN T  
Form 5  
February 11, 2003  
SEC Form 5

|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |                                                                                                                                                                                                                                                                                                                                                           |                                                                                                                                        |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |
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| <b>FORM 5</b><br><br><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).<br><br><input type="checkbox"/> Form 3 Holdings Reported<br><br><input type="checkbox"/> Form 4 Transactions Reported                                                                                                                                                                                                                                                                                                                                                                 | <b>UNITED STATES SECURITIES AND EXCHANGE COMMISSION</b><br>Washington, D.C. 20549<br><br><b>ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP</b><br><br>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<br><br><hr/> OMB Number: 3235-0362<br>Expires: January 31, 2005<br>Estimated average burden hours per response. . . . 1.0 |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |
| 1. Name and Address of Reporting Person*<br><b>Reynolds, John T.</b><br><br><div style="display: flex; justify-content: space-between;"> <span>(Last)</span> <span>(First)</span> </div> <div style="display: flex; justify-content: space-between;"> <span></span> <span>(Middle)</span> </div> <b>c/o Lime Rock Partners, 518 Riverside Ave., Bldg. 11, 2nd Floor</b><br><br><div style="display: flex; justify-content: space-between;"> <span></span> <span>(Street)</span> </div> <b>Westport, CT 06880</b><br><br><div style="display: flex; justify-content: space-between;"> <span>(City)</span> <span>(State)</span> <span>(Zip)</span> </div> | 2. Issuer Name and Ticker or Trading Symbol<br><br><b>Torch Offshore, Inc. TORC</b><br><br>3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)                                                                                                                                                                                  | 4. Statement for Month/Year<br><br><b>12/2002</b><br><br>5. If Amendment, Date of Original (Month/Year)                                | 6. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><br><input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)<br><br>Description<br><br>7. Individual or Joint/Group Filing (Check Applicable Line)<br><br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><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) | 3A. 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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|--------------------------------------------------------------------|--------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
|                                 |                                      |                                                    |                                | Amount /<br>A/D /<br>Price                                         |                                                                                            |                                                          |                                                       |

**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) | 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 Reported Transaction(s) (Instr.4) | 10. Ownership Form of Derivative Securities: Direct (D) or |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|-------------------------------|--------------------------------------------------------------------|------------------------------------------------------------------|---------------------------------------------------------------|-------------------------------------------|--------------------------------------------------------------------------------------------------------|------------------------------------------------------------|
|                                            |                                                        |                                      |                                                    |                               |                                                                    |                                                                  |                                                               |                                           |                                                                                                        |                                                            |

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|                                       |        |            |  |   | (Instr. 3,<br>4 and 5) | DE / ED                    | Title /<br>Amount<br>or Number of<br>Shares |      |       | Indirect (I)<br>(Instr.4) |
|---------------------------------------|--------|------------|--|---|------------------------|----------------------------|---------------------------------------------|------|-------|---------------------------|
|                                       |        |            |  |   | A or<br>D              |                            |                                             |      |       |                           |
| Stock<br>Options<br>(right to<br>buy) | \$8.77 | 05/16/2002 |  | A | 1,000 A                | 11/17/2002 /<br>05/16/2012 | Common<br>Stock / 1,000                     | None | 1,000 | I                         |

Explanation of Responses:

(1) Mr. Reynolds holds these stock options for the benefit of Riverside Investments LLC ("Riverside") and Friends of Lime Rock LP ("Lime Rock"). Mr. Reynolds disclaims beneficial ownership of these stock options except to the extent of his pecuniary interest, if any. The number of shares of common stock of Torch Offshore, Inc. ("Torch") beneficially owned by Riverside and Lime Rock collectively is less than 10% of the outstanding common stock of Torch.

By:

Date:

/s/ John T. Reynolds

02/10/2003

Director

\*\* 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.