

DIAMOND OFFSHORE DRILLING INC

Form 4

October 27, 2009

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
GORDON BETH G

2. Issuer Name **and** Ticker or Trading
Symbol
**DIAMOND OFFSHORE
DRILLING INC [DO]**

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
**15415 KATY FREEWAY, SUITE
100**

3. Date of Earliest Transaction
(Month/Day/Year)
10/23/2009

____ Director ____ 10% Owner
☒ Officer (give title below) ____ Other (specify below)
Controller

(Street)
HOUSTON, TX 77094

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 | (A) or (D) | Price | | |
| Common Stock | 10/23/2009 | | M | | 225 | A | \$ 45.77 | 225 | D |
| Common Stock | 10/23/2009 | | S | | 225 | D | \$ 106.0035 | 0 | D |
| Common Stock | 10/23/2009 | | M | | 225 | A | \$ 53.6 | 225 | D |
| Common Stock | 10/23/2009 | | S | | 225 | D | \$ 106.0035 | 0 | D |
| Common Stock | 10/23/2009 | | M | | 225 | A | \$ 61.9 | 225 | D |

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| | | | | | | | |
|--------------|------------|---|-----|---|-------------|-----|---|
| Common Stock | 10/23/2009 | S | 225 | D | \$ 106.0035 | 0 | D |
| Common Stock | 10/23/2009 | M | 225 | A | \$ 69.38 | 225 | D |
| Common Stock | 10/23/2009 | S | 225 | D | \$ 106.0035 | 0 | D |
| Common Stock | 10/23/2009 | M | 250 | A | \$ 71.87 | 250 | D |
| Common Stock | 10/23/2009 | F | 169 | D | \$ 105.895 | 81 | D |
| Common Stock | 10/23/2009 | S | 81 | D | \$ 106.0035 | 0 | D |
| Common Stock | 10/23/2009 | M | 250 | A | \$ 79.77 | 250 | D |
| Common Stock | 10/23/2009 | F | 188 | D | \$ 105.895 | 62 | D |
| Common Stock | 10/23/2009 | S | 62 | D | \$ 106.0035 | 0 | D |
| Common Stock | 10/23/2009 | M | 250 | A | \$ 81.42 | 250 | D |
| Common Stock | 10/23/2009 | F | 192 | D | \$ 105.895 | 58 | D |
| Common Stock | 10/23/2009 | S | 58 | D | \$ 106.0035 | 0 | D |
| Common Stock | 10/23/2009 | M | 250 | A | \$ 59.19 | 250 | D |
| Common Stock | 10/23/2009 | F | 139 | D | \$ 105.895 | 111 | D |
| Common Stock | 10/23/2009 | S | 111 | D | \$ 106.0035 | 0 | D |

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

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SEC 1474
(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 | 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 | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--|------------------------------------|--------------------------------------|--|--------------------------------|------------------------------------|--|---|
|--|------------------------------------|--------------------------------------|--|--------------------------------|------------------------------------|--|---|

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| | Derivative Security | | Code | V | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|--------------------------------|------------------------|------------|------|---|---|-----|---------------------------|--------------------|-----------------|--|
| | | | | | (A) | (D) | | | | |
| Stock Option (right to buy) | \$ 45.77 | 10/23/2009 | M | | 225 | | 04/19/2009 ⁽¹⁾ | 04/19/2015 | Common Stock | 225 |
| Stock Option (right to buy) | \$ 53.6 | 10/23/2009 | M | | 225 | | 04/19/2009 ⁽¹⁾ | 07/01/2015 | Common Stock | 225 |
| Stock Option (right to buy) | \$ 61.9 | 10/23/2009 | M | | 225 | | 04/19/2009 ⁽¹⁾ | 10/03/2015 | Common Stock | 225 |
| Stock Option (right to buy) | \$ 69.38 | 10/23/2009 | M | | 225 | | 04/19/2009 ⁽¹⁾ | 12/31/2015 | Common Stock | 225 |
| Stock Appreciation Right | \$ 71.87 | 10/23/2009 | M | | 250 | | 04/27/2009 ⁽²⁾ | 10/02/2016 | Common Stock | 250 |
| Stock Appreciation Right | \$ 79.77 | 10/23/2009 | M | | 250 | | 04/27/2009 ⁽²⁾ | 12/31/2006 | Common Stock | 250 |
| Stock Appreciation Right | \$ 81.42 | 10/23/2009 | M | | 250 | | 04/02/2009 ⁽⁴⁾ | 04/02/2017 | Common Stock | 250 |
| Stock Appreciation Right | \$ 59.19 | 10/23/2009 | M | | 250 | | 04/01/2009 ⁽⁶⁾ | 12/31/2018 | Common Stock | 250 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------|-------|
| | Director | 10% Owner | Officer | Other |
| GORDON BETH G 15415 KATY FREEWAY SUITE 100 HOUSTON, TX 77094 | | | Controller | |

Signatures

/s/ William C. Long Attorney-in-Fact for Beth G.
Gordon

10/27/2009

**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 options vested on April 19, 2009.
- (2) The stock appreciation rights vested on April 27, 2009.
- (3) The stock appreciation rights vest on April 27, 2010.
- (4) The stock appreciation rights vested on April 2, 2009.
- (5) The stock appreciation rights vest in two annual installments beginning on April 2, 2010.
- (6) The stock appreciation rights vested on April 1, 2009.
- (7) The stock appreciation rights vest in three annual installments beginning on April 1, 2010.

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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