### Edgar Filing: ATWOOD OCEANICS INC - Form 4

ATWOOD O Form 4	CEANICS IN	С								
December 12.	, 2008									
FORM	Л									PPROVAL
	UNITE	D STATES		ITIES A hington,			NGE (	COMMISSION	OMB Number:	3235-0287
subject to				GES IN BENEFICIAL OWNERSHIP OI SECURITIES					Expires: January 31 2005 Estimated average burden hours per	
Form 4 or Form 5 obligation: may contin <i>See</i> Instruct 1(b).	Filed p s Section 1	7(a) of the		ility Hold	ling Com	pany	Act o	ge Act of 1934, f 1935 or Sectio 40	response	•
(Print or Type Ro	esponses)									
1. Name and Ad HOLLAND	ldress of Reportin JAMES M	ng Person <u>*</u>	Symbol	Name and				5. Relationship of Issuer		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Check all applicable)					e)		
15835 PARK	X TEN PLACI	E DRIVE	(Month/Da 12/12/20	-				Director X Officer (give below) Senior V		
			nendment, Date Original Ionth/Day/Year)				<ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> </ul>			
HOUSTON,	TX 77084							Form filed by M Person	More than One Re	eporting
(City)	(State)	(Zip)	Table	e I - Non-D	erivative S	ecuri	ties Ac	quired, Disposed o	f, or Beneficial	lly Owned
1.Title of Security (Instr. 3)	2. Transaction I (Month/Day/Ye	ear) Execution any		Code (Instr. 8)	4. Securi onAcquired Disposed (Instr. 3, Amount	(A) of of (D 4 and (A) or	9) 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)	Indirect Beneficial
Common Stock	12/12/2008			A	5,000	A	<u>(1)</u>	53,304	D	

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

 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)	4. Transactio Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3,		ate	Unde Secur	unt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owna Follo Repo Trans (Instr
			Code V	4, and 5) (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

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## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
HOLLAND JAMES M			Senior	CEO			
15835 PARK TEN PLACE DRIVE HOUSTON, TX 77084			Vice President	CFO			

### Signatures

James M.	12/12/2008
Holland	12/12/2008

\*\*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) Acquired shares in the open market at an average price of \$15.52.

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.