

ATWOOD OCEANICS INC
Form 4
December 30, 2013

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 *
Smith Mark W.

2. Issuer Name and Ticker or Trading Symbol
ATWOOD OCEANICS INC [ATW]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
15835 PARK TEN PLACE DRIVE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/30/2013

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)
VP, Corporate Services

HOUSTON, TX 77084

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	(D)	Price
Common Stock	12/30/2013	12/30/2013	S		500	D	\$ 52.63
Common Stock	12/30/2013	12/30/2013	S		1,300	D	\$ 52.635
Common Stock	12/30/2013	12/30/2013	S		97	D	\$ 52.64
Common Stock	12/30/2013	12/30/2013	M		1,102	A	\$ 35.69
Common Stock	12/30/2013	12/30/2013	S		1,102	D	\$ 52.6288
							8,977
							7,677
							7,580
							8,682
							7,580

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Common Stock	12/30/2013	12/30/2013	M	4,665	A	\$ 37.41	12,245	D
Common Stock	12/30/2013	12/30/2013	S	4,665	D	\$ 52.6369	7,580 ⁽¹⁾	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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Nonqualified Stock Options	\$ 35.69	12/30/2013	12/30/2013	M	1,102	⁽²⁾ 12/03/2019	Atwood Oceanics, Inc. Common Stock	1,102	
Nonqualified Stock Options	\$ 37.41	12/30/2013	12/30/2013	M	4,665	⁽⁴⁾ 12/09/2020	Atwood Oceanics, Inc. Common Stock	4,665	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Smith Mark W. 15835 PARK TEN PLACE DRIVE HOUSTON, TX 77084			VP, Corporate Services	

Signatures

/s/ Mark Smith, Walter A. Baker By Power of
Attorney

12/30/2013

__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) Represents the total number of shares of Common Stock held by the Reporting Person subsequent to the transaction reported hereby.

These options were granted for a term of ten (10) years pursuant to the Atwood Oceanics, Inc. 2007 Plan with twenty-five percent (25%)

(2) of such options becoming exercisable at each of one (1) year, two (2) years, three (3) years and four (4) years respectively from the date of grant.

(3) Represents the total number of Nonqualified Stock Options held by the reporting person with the same exercise price and expiration date subsequent to the transaction reported hereby.

These options were granted for a term of ten (10) years pursuant to the Atwood Oceanics, Inc. 2007 Long-Term Incentive Plan, with

(4) twenty-five (25%) of such options becoming exercisable at each of one (1) year, two (2) years, three (3) years and four (4) years respectively, from date of grant.

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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