

Monroe Mark K

Form 4

October 10, 2017

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Monroe Mark K

(Last) (First) (Middle)

15011 KATY FREEWAY SUITE
800

(Street)

HOUSTON, TX 77094

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

ATWOOD OCEANICS INC [ATW]

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

10/06/2017

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

See Remarks

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ Form filed by One Reporting Person
____ 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)	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)
				(A) or (D)			
			Code	V	Amount		Price

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	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount Underlying Security (Instr. 3 and 4)

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	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	A or N of
Performance-Based Restricted Stock Units	(1)	10/06/2017		D					(1)	(1)	Atwood Oceanics, Inc. Common Stock	4
Restricted Stock Units	(2)	10/06/2017		D					(2)	(2)	Atwood Oceanics, Inc. Common Stock	8

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Monroe Mark K 15011 KATY FREEWAY SUITE 800 HOUSTON, TX 77094				See Remarks

Signatures

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

10/06/2017

__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).

On May 29, 2017, the Issuer entered into an Agreement and Plan of Merger with Ensco PLC ("Parent") and Echo Merger Sub LLC (the "Merger Agreement"). Pursuant to the Merger Agreement, these Performance-Based Restricted Stock Units were canceled and converted

(1) into the right to receive 114,705 class A ordinary shares of Parent and a cash payment for fractional shares pursuant to the Merger Agreement. The actual number of class A ordinary shares of Parent issued to the reporting person was reduced by an amount necessary to satisfy applicable tax withholding obligations.

Pursuant to the Merger Agreement, these Restricted Stock Units were canceled and converted into the right to receive 130,030 class A ordinary shares of Parent and a cash payment for fractional shares pursuant to the Merger Agreement. The actual number of class A ordinary shares of Parent issued to the reporting person was reduced by an amount necessary to satisfy applicable tax withholding obligations.

(2)

Remarks:

VP, Marketing and Business Development

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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