## Edgar Filing: IRWIN JOHN R - Form 4

Form 4 December 04												
FORM	<b>4</b> UNITED STATES SECURITIES AND EXCHANGE COMMISSION										PPROVAL 3235-0287	
Check this if no longe subject to Section 16 Form 4 or Form 5 obligation may contin <i>See</i> Instruct 1(b).	<ul> <li>box</li> <li><b>STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF</b> SECURITIES</li> <li>Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,</li> <li>Section 17(a) of the Public Utility Holding Company Act of 1935 or Section</li> <li>aute and a section 10(a) of the Securities Exchange Act of 1940</li> </ul>							Expires: January 31, 2005 Estimated average burden hours per response 0.5				
(Print or Type R	esponses)											
IRWIN JOHN R Symbol ATWO (Last) (First) (Middle) 3. Date or (Month/E			suer Name <b>and</b> Ticker or Trading				g	5. Relationship of Reporting Person(s) to Issuer				
			ATWOOD OCEANICS INC [ATW]					TW]	(Check all applicable)			
			3. Date of Earliest Transaction (Month/Day/Year) 12/03/2009						X Director 10% Owner X Officer (give title Other (specify below) below) President - CEO			
			ndment, Date Original nth/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 77218									fore than One Re		
(City)	(State)	(Zip)	Table	e I - Non-	De	rivative S	ecurit	ties Acq	uired, Disposed of	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Executio any		3. Transact Code (Instr. 8) Code	tion )	4. Securit (A) or Dis (D) (Instr. 3, 4 Amount	sposed	l of	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common Stock	12/03/2009			А		16,811	А	<u>(1)</u>	114,089	D		

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

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 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
 (e.g., puts, calls, warrants, options, convertible securities)

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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. Transacti Code (Instr. 8)	5. Number of orDerivative 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 Underlying Securitie (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amour or Numbe of Shar
Nonqualified Stock Options	\$ 35.69	12/03/2009		А	40,595	(2)	12/02/2019	Common Stock	40,59

## **Reporting Owners**

\*\*Signature of

Reporting Person

Reporting Owner Name / Addre	SS	Relationships						
	Director	10% Owner	Officer	Other				
IRWIN JOHN R P/O. BOX 218350 HOUSTON, TX 77218	Х		President - CEO					
Signatures								
John R. Irwin	12/04/2009							

## **Explanation of Responses:**

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

Date

- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) These shares of common stock were granted as Restricted Stock Awards under the Atwood Oceanics, Inc. 2007 Long-Term Incentive Plan. One hundred percent (100%) of the restricted stock awards at the end of three (3) years.

These Nonqualified Stock Options were granted under the Atwood Oceanics, Inc. 2007 Long-Term Incentive Plan. Twenty-five percent (2) (25%) of such options become exercisable at the end of one year, two years, three years and four years, respectively from the 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. 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.