TODCO Form 4 October 05, 2005

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

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(b).

(Last)

Common

1. Name and Address of Reporting Person * **RASK JAN A**

> (First) (Middle)

2000 W. SAM HOUSTON PKWY S., SUITE 800

(Street) Filed(Month/Day/Year)

HOUSTON, TX 77042-3615

5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Issuer Symbol

TODCO [THE]

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

10/03/2005

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

_X__ Director

below)

X_ Officer (give title

(Check all applicable)

President and CEO

10% Owner

Other (specify

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

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response...

Estimated average

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X Form filed by One Reporting Person Form filed by More than One Reporting Person

(City)	(State)	(Zip) Tab l	le I - Non-I	Derivative :	Secur	ities Acqu	ired, Disposed of	f, or Beneficial	ly 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. Securit or(A) or Dis (Instr. 3,	sposed	of (D)	5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Class A			Code V	Amount	or (D)	Price	Transaction(s) (Instr. 3 and 4)		
Common Stock	10/03/2005		M	50,000	A	\$ 12	165,203	D	
Class A Common Stock	10/03/2005		D <u>(1)</u>	3,200	D	\$ 42.6	162,003	D	
Class A Common Stock	10/03/2005		D <u>(1)</u>	900	D	\$ 42.59	161,103	D	
Class A	10/03/2005		D(1)	2,700	D	\$ 42.5	158,403	D	

Stock							
Class A Common Stock	10/03/2005	D <u>(1)</u>	500	D	\$ 42.48	157,903	D
Class A Common Stock	10/03/2005	D <u>(1)</u>	200	D	\$ 42.47	157,703	D
Class A Common Stock	10/03/2005	D <u>(1)</u>	1,800	D	\$ 42.46	155,903	D
Class A Common Stock	10/03/2005	D <u>(1)</u>	2,000	D	\$ 42.45	153,903	D
Class A Common Stock	10/03/2005	D <u>(1)</u>	2,900	D	\$ 42.44	151,003	D
Class A Common Stock	10/03/2005	D <u>(1)</u>	200	D	\$ 42.43	150,803	D
Class A Common Stock	10/03/2005	D <u>(1)</u>	1,500	D	\$ 42.42	149,303	D
Class A Common Stock	10/03/2005	D <u>(1)</u>	1,400	D	\$ 42.41	147,903	D
Class A Common Stock	10/03/2005	D <u>(1)</u>	300	D	\$ 42.4	147,603	D
Class A Common Stock	10/03/2005	D <u>(1)</u>	3,200	D	\$ 42.39	144,403	D
Class A Common Stock	10/03/2005	D <u>(1)</u>	1,800	D	\$ 42.38	142,603	D
Class A Common Stock	10/03/2005	D <u>(1)</u>	800	D	\$ 42.37	141,803	D
Class A Common Stock	10/03/2005	D <u>(1)</u>	800	D	\$ 42.36	141,003	D
Class A Common Stock	10/03/2005	D <u>(1)</u>	200	D	\$ 42.35	140,803	D

Class A Common Stock	10/03/2005	D <u>(1)</u>	1,500	D	\$ 42.34	139,303	D
Class A Common Stock	10/03/2005	D <u>(1)</u>	900	D	\$ 42.33	138,403	D
Class A Common Stock	10/03/2005	D <u>(1)</u>	400	D	\$ 42.32	138,003	D
Class A Common Stock	10/03/2005	D <u>(1)</u>	200	D	\$ 42.31	137,803	D
Class A Common Stock	10/03/2005	D <u>(1)</u>	1,700	D	\$ 42.3	136,103	D
Class A Common Stock	10/03/2005	D <u>(1)</u>	1,100	D	\$ 42.29	135,003	D
Class A Common Stock	10/03/2005	D <u>(1)</u>	1,200	D	\$ 42.27	133,803	D
Class A Common Stock	10/03/2005	D <u>(1)</u>	800	D	\$ 42.26	133,003	D
Class A Common Stock	10/03/2005	D <u>(1)</u>	1,600	D	\$ 42.25	131,403	D
Class A Common Stock	10/03/2005	D <u>(1)</u>	600	D	\$ 42.24	130,803	D
Class A Common Stock	10/03/2005	D <u>(1)</u>	600	D	\$ 42.23	130,203	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.

SEC 1474 (9-02)

 $\label{thm:convertible} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (\emph{e.g.}, puts, calls, warrants, options, convertible securities) \\ \end{tabular}$

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orDerivative	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

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(Instr. 3) 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

Number of Shares

50,000

or

Amount

Employee

Stock Option (right to

buy)

\$ 12 10/03/2005 D

50,000 02/10/2004 02/10/2014 Common

Class A

Stock

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

RASK JAN A

2000 W. SAM HOUSTON PKWY S., SUITE 800 HOUSTON, TX 77042-3615

X

President and CEO

Signatures

Jan Rask by Randall A. Stafford, Attorney in Fact

10/05/2005

**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 sale reported in the Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 17, 2005 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.

Reporting Owners 4