### Edgar Filing: HOLLAND JAMES M - Form 4

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if no longer subject to Section 16.       STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIPOT Section 16.       Expires:       Stanted average burden hours per response       Stante daverage burden hours per response       Expires:       Stanted average burden hours per response       Stante daverage burden hours per response       Stante daverage burden hours per response       Stante average burden hours per response       Stante burden hours per son (S) to blow)       Stante burden hours per son (S) to blow)       Stante burden hours per son (S) to blow)       Stante burden hours per per son (S) to blow)       Stante burden hours per son (S) to		UNITED					NGE C	OMMISSION	-	3235-0287	
Subject to 5 Section 16. Form 4 or Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations may continue. Section 17(a) of the Public Utility Holding Company Act of 1935 or Section nay continue. Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 10(b). (Print or Type Responses) 1. Name and Address of Reporting Person $\therefore$ 2. Issuer Name and Ticker or Trading Symbol HOLLAND JAMES M Uastron 10(b). (Print or Type Responses) 1. Name and Address of Reporting Person $\therefore$ 2. Issuer Name and Ticker or Trading Symbol ATWOOD OCEANICS INC [ATW] (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) P.O. BOX 218350 12/19/2005 HOUSTON, TX 77218 (City) (State) (Zip) HOUSTON, TX 77218 (City) (State) (Zip) (Instr. 3) (Nonth/Day/Year) (Instr. 8) (City) (State) (Zip) Table 1 - Non-Derivative Securites Acquired Security (Instr. 3) (Month/Day/Year) (Instr. 8) (City) (State) (Zip) (Month/Day/Year) (Instr. 8) (Month/Day/Year) (Instr. 8) (Month/Day/Year) (Instr. 8) (City) (State) (Zip) (Month/Day/Year) (Instr. 8) (City) (State) (Zip) (Month/Day/Year) (Instr. 8) (Month/Day/Year) (Instr. 8) (Mo		Ter		NCEC IN	DENIER				Expires:	January 31, 2005	
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1. Name and Address of Reporting Person2. Issuer Name and Ticker or Trading Symbol ATWOOD OCEANICS INC [ATW]5. Relationship of Reporting Person(s) to Issuer(Last)(First)(Middle)3. Date of Earliest Transaction (Month/Day/Year) 12/19/2005(Check all applicable)P.O. BOX 21835012/19/2005Image: Director individual or Joint/Group Filing(Check Applicable Line) X. Form filed by One Reporting Person Senior Vice PresidentImage: Director individual or Joint/Group Filing(Check Applicable Line) X. Form filed by One Reporting Person Form filed by More than One Reporting Person (finstr. 3)7. Nature o Indirect Bareficial Porm: Direct Bareficial Porm: Direct Bareficial Porm: Direct Bareficial Porm: Direct Bareficial Owned (Instr. 4) (Instr. 4)7. Nature o (Instr. 4)1. Title of Scock2. Transaction Date (Month/Day/Year)3. 4. Securities Acquired (Instr. 8)5. Annount of (Instr. 4) and 5)6. Ownership (Instr. 4)1. Title of Stock12/19/200512/19/2005M9,000A\$ 3.7.755,134 (i)D	Form 5 obligations may continue. See Instruction 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										
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$ \begin{array}{c ccccccccccccccccccccccccccccccccccc$		Symbo	Symbol				· · · ·				
P.O. BOX 218350       (Month/Day/Year)       Image: Constraint of the product							AIWJ	(Checl	k all applicable	)	
P.O. BOX 218350       12/19/2005	(Last)	(First) (I	,		ransaction			Director	10%	Owner	
Filed(Month/Day/Year)       Applicable Line) _X_Form filed by One Reporting Person Form filed by More than One Reporting Person Form filed by More than One Reporting Person         (City)       (State)       (Zip)       Table I - Non-Derivative Securities Acquired       S. Amount of Security (Instr. 3)       S. Amount of (Month/Day/Year)       S. Amount of any (Month/Day/Year)       S. Amount of any (Month/Day/Year)       S. Amount of Securities (Instr. 8)       S. Amount of Code       S. Amount of (Instr. 3, 4 ard 5)       S. Amount of Securities (Instr. 4)       S. Amount of Securi	P.O. BOX 2						X_Officer (give title // Other (specify below)				
X. Form filed by One Reporting Person Form filed by More than One Reporting Person(City)(State)(Zip)Table I - Non-Derivative Securities Acquired Transaction/A) or Disposed of (D) CodeS. Amount of (Instr. 3)S. Amount of Securities (Month/Day/Year)S. Amount of (Instr. 4)S. Amount of (Instr. 3)S. Amount of (D) or (Instr. 4)S. Amount of Securities (Instr. 4)S. Amount of (Instr. 3)S. Amount of (D) or (Instr. 4)S. Amount of (Instr. 4)S. Amount of (Instr. 4)S. Amount of (D) or (Instr. 4)S. Amount of (Instr. 4)S. Amou		(Street)	4. If A	mendment, D	ate Original	l		6. Individual or Jo	int/Group Filin	g(Check	
HOUSTON, TX 77218——Form filed by More than One Reporting Person(City)(State)(Zip)Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially CodeS. Amount of Transactior(A) or Disposed of (D) CodeS. Amount of Securities (Instr. 3)S. Amount of Securities (Month/Day/Year)G. Ownership Indirect (Instr. 4)Nature of Transaction(Date, if any (Month/Day/Year)MS. Securities (Instr. 8)S. Amount of Securities (Instr. 3, 4 and 5)G. Ownership Securities (D) or Indirect (I) (Instr. 4)Nature of Indirect (I) (Instr. 4)Common Stock12/19/200512/19/2005M9,000A\$ 37.755,134 (1)D									One Reporting Person		
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Common Stock $12/19/2005$ $12/19/2005$ M $9,000$ A $\$$ $37.75$ $5,134 (1)$ D	Security		Execution Date, i any	if Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) ar) (Instr. 8) (A)			Securities Beneficially Owned Following Reported Transaction(s)	Ownership Form: Direct (D) or Indirect (I)	Beneficial Ownership		
Stock $12/19/2005$ $12/19/2005$ M 9,000 A $37.75$ $5,134$ (1) D	G			Code V	Amount	(D)		(Instr. 5 and 4)			
		12/19/2005	12/19/2005	М	9,000	А		5,134 <u>(1)</u>	D		
Common Stock 12/19/2005 12/19/2005 M 9,000 A \$17.5 5,134 (1) D	Common Stock	12/19/2005	12/19/2005	М	9,000	А	\$ 17.5	5,134 <u>(1)</u>	D		
Common Stock 12/19/2005 12/19/2005 M 2,000 A \$27 5,134 (1) D		12/19/2005	12/19/2005	М	2,000	A	\$ 27	5,134 <u>(1)</u>	D		
Common Stock 12/19/2005 12/19/2005 M 20,000 D $\${0.09}$ 5,134 (1) D		12/19/2005	12/19/2005	М	20,000	D	\$ 80.09	5,134 <u>(1)</u>	D		

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

#### Edgar Filing: HOLLAND JAMES M - Form 4

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)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. Number on f 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	\$ 17.5	12/19/2005	12/19/2005	М	9,000	(3)	09/02/2008	Common Stock	9,000
Nonqualified Stock Options	\$ 37.75	12/19/2005	12/19/2005	М	9,000	<u>(4)</u>	12/01/2009	Common Stock	9,000
Nonqualified Stock Options	\$ 27	12/19/2005	12/19/2005	М	2,000	(5)	12/03/2013	Common Stock	2,000

## **Reporting Owners**

Reporting Owner Name / Addre	Relationships						
reporting o when ready ready	Director	10% Owner	Officer	Other			
HOLLAND JAMES M P.O. BOX 218350 HOUSTON, TX 77218			Senior Vice President				
Signatures							
James M Holland	12/20/2005						

<u>\*\*</u>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 transactions reported hereby
- (2) Represents the total number of Nonqualified Stock Options held by the reporting person with the same exercise price, exercised date, and expiration date, subsequent to the transaction reported hereby.
- (3) These options were granted on September 3, 1988 and vested 25% per year commencing at the end of year two, with full vesting on December 1, 2004.
- (4) These options were granted on December 2, 1999 and vested 25% per year, commencing at the end of year two, with full vesting on December 1, 2004.
- (5) These options were granted on December 4, 2003 and vested 25% per year, with 10,000 vested and 10,000 not vested at December 3, 2005 of which 2,000 shares were exercised and sold on December 19, 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.