DOTSON GEORGE S

Form 4

December 08, 2006

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

Check this box

3235-0287 Number: January 31,

0.5

OMB APPROVAL

if no longer subject to Section 16. Form 4 or Form 5

obligations

Expires: 2005 Estimated average

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 may continue.

burden hours per response...

See Instruction

30(h) of the Investment Company Act of 1940

1(b).

Common

Stock

12/07/2006

(Print or Type Responses)

1. Name and Address of Reporting Person * DOTSON GEORGE S			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) (I	Middle)	3. Date of Earliest Transaction		(September 1)				
P.O. BOX 218350			(Month/Day/Year) 12/07/2006			X Director Officer (gives below)	ve title Oth below)		
(Street)			4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check			
HOUSTON, TX 77218			_X_ Form			Form filed by	ine) led by One Reporting Person led by More than One Reporting		
(City)	(State)	(Zip)	Table	I - Non-D	erivative Securities Acc	quired, Disposed	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)			3. Transaction Code	4. Securities onAcquired (A) or Disposed of (D)	5. Amount of Securities Beneficially	6. Ownership Form: Direct (D) or	7. Nature of Indirect Beneficial	

(Instr. 8)

A

Code V Amount

800

(Instr. 3, 4 and 5)

(A)

or

(D)

A

Price

<u>(1)</u>

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

(Month/Day/Year)

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Owned

Following

Transaction(s)

(Instr. 3 and 4)

Reported

1,644

Indirect (I)

(Instr. 4)

D

Ownership

(Instr. 4)

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

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	. Title of	2.	3. Transaction Date (Month/Day/Year)		4.	5.	6. Date Exerc		7. Title and	8. Price of	9. Nu Derix
5	Derivative Security Instr. 3)	Conversion or Exercise Price of Derivative Security	(Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Transacti Code (Instr. 8)	orNumber of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	s I		Amount of Underlying Securities (Instr. 3 and 4	Derivative Security (Instr. 5)	Deriv Secur Bene Own Follo Repo Trans (Instr
					Code V	<i></i>	Date Exercisable	Expiration Date	Title Amour or Number of	er	

Reporting Owners

Reporting Owner Name / Address	Relationships					
r	Director	10% Owner	Officer	Other		
DOTSON GEORGE S P.O. BOX 218350 HOUSTON, TX 77218	X					

Signatures

George S.
Dotson

**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).

These shares of common stock were granted as Restricted Stock Awards under the Atwood Oceanics, Inc. 2001 Stock Incentive Plan.

(1) One hundred percent (100%) of the restricted stock awards vest at date of grant; however, the stock certificate includes a three (3) year restriction on selling these shares.

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.

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