ATWOOD OCEANICS INC

Form 4 March 02, 2007

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

Estimated average

burden hours per

Check this box if no longer subject to Section 16. Form 4 or

Form 5 obligations

may continue. See Instruction 1(b).

1. Name and Address of Reporting Person *

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)

MONTAGUE JAMES R Issuer Symbol ATWOOD OCEANICS INC [ATW] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) X Director 10% Owner Other (specify Officer (give title P.O. BOX 218350 03/01/2007 below)

2. Issuer Name and Ticker or Trading

(Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year) Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting HOUSTON, TX 77218 Person

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of 2. Transaction Date 2A. Deemed 4. Securities 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect (Instr. 3) Code Disposed of (D) Beneficially (D) or Beneficial Indirect (I) (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Ownership Following (Instr. 4) (Instr. 4)

Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price

Common 03/01/2007 394 2,625 D Α A <u>(1)</u> Stock

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

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.

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 | 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. | 6. Date Exer | cisable and | 7. Title a | nd 8. | . Price of | 9. Nu |
|-------------|-------------|---------------------|--------------------|------------|------------|--------------|-------------|-------------|--------|------------|--------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transact | iorNumber | Expiration D | Date | Amount of | of D | erivative | Deriv |
| Security | or Exercise | | any | Code | of | (Month/Day | /Year) | Underlyii | ng S | ecurity | Secur |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | Derivati | ve | | Securities | s (I | (nstr. 5) | Bene |
| | Derivative | | • | | Securitie | es | | (Instr. 3 a | and 4) | | Own |
| | Security | | | | Acquire | d | | | | | Follo |
| | • | | | | (A) or | | | | | | Repo |
| | | | | | Dispose | d | | | | | Trans |
| | | | | | of (D) | | | | | | (Instr |
| | | | | | (Instr. 3, | • | | | | | · |
| | | | | | 4, and 5 |) | | | | | |
| | | | | C 1 1 | (A) (D) | , D. | F | m: 1 A | , | | |
| | | | | Code V | (A) (D | · | Expiration | | | | |
| | | | | | | Exercisable | Date | or | | | |
| | | | | | | | | | ımber | | |
| | | | | | | | | of | | | |
| | | | | | | | | Sh | ares | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|--|---------------|-----------|---------|-------|--|--|--|
| Reporting Owner Name / Address | Director | 10% Owner | Officer | Other | | | |
| MONTAGUE JAMES R P.O. BOX 218350 HOUSTON, TX 77218 | X | | | | | | |

Signatures

James R.
Montague

**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. 2007 Long-Term Incentive Plan. One hundred percent (100%) of the restricted stock awards vest at the end of three (3) years.

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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