Edgar Filing: IRWIN JOHN R - Form 4

Form 4												
FORM 4 Check this box if no longer	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549									PROVAL 3235-0287 January 31, 2005		
subject to Section 16. Form 4 or Form 5 obligations may continue. <i>See</i> Instruction 1(b).	Filed pur Section 17(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							Estimated average burden hours per response 0.5			
(Print or Type Respo	onses)											
IRWIN JOHN R Sy			2. Issuer Name and Ticker or Trading Symbol					g	5. Relationship of Reporting Person(s) to Issuer			
			-	ATWOOD OCEANICS INC [ATW]					(Check all applicable)			
(Last) 15835 PARK T		Middle) DRIVE	3. Date of 1 (Month/Da 12/06/20	y/Year)	Fran	saction			X Director X Officer (give below)		• Owner er (specify	
	Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person							
HOUSTON, TX	K 77084									Aore than One Re		
(City)	(State)	(Zip)	Table	I - Non-	Der	rivative S	ecuri	ties Acc	quired, Disposed of	f, or Beneficial	ly Owned	
	Transaction Dat Ionth/Day/Year)	Executio any		Code (Instr. 8)	tion)	4. Securit Acquired Disposed (Instr. 3, Amount	(A) o of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common 12 Stock 12	2/06/2007			А		5,364	A	<u>(1)</u>	32,764	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.

 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 Exer Expiration E (Month/Day	Date	7. Title and <i>J</i> Underlying S (Instr. 3 and	Securitie
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amour or Numbe of Shar
Nonqualified Stock Options	\$ 89.5	12/06/2007		А	18,280	<u>(2)</u>	12/05/2017	Common Stock	18,28

Reporting Owners

Reporting Owner Name / Address	Relationships					
· · · · · · · · · · · · · · · · · · ·	Director	10% Owner	Officer	Other		
IRWIN JOHN R 15835 PARK TEN PLACE DRIVE HOUSTON, TX 77084	Х		President			
Signatures						

John R. Irwin	12/10/2007
**Signature of	Date

Reporting Person

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) 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 the three (3) years.
- (2) These Nonqualified Stock Options were granted under the Atwood Oceanics, Inc. 2007 Long-Term Incentive Plan. Twenty-five percent (25%) of such options become exercisable at 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.