#### ATWOOD OCEANICS INC

Form 4

August 09, 2013

## FORM 4

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

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

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**OMB APPROVAL** 

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

Check this box

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

**SECURITIES** 

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Smith Barry Michael			2. Issuer Name <b>and</b> Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer
(Last) (First) (Middle)			ATWOOD OCEANICS INC [ATV 3. Date of Earliest Transaction	V] (Check all applicable)
(Last) 15835 PAI	RK TEN PLAC	,	(Month/Day/Year) 08/08/2013	Director 10% OwnerX_ Officer (give title Other (specify below)  Vice President - Technical Ser
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person
HOUSTO	N, TX 77084			Form filed by More than One Reporting Person
(City)	(State)	(Zip)	<b>Table I - Non-Derivative Securities</b>	Acquired, Disposed of, or Beneficially Owne
1.Title of	2. Transaction D	ate 2A. Deemo	ed 3. 4. Securities Acquired	d (A) 5. Amount of 6. 7. Natu

(City)	(State)	(Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned							
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired (A) Transaction Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)				5. Amount of Securities Beneficially Owned Following Reported	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)	(I) (Instr. 4)	
Common Stock	08/08/2013	08/08/2013	M	3,328	A	\$ 41.6	39,680	D	
Common Stock	08/08/2013	08/08/2013	S	3,328	D	\$ 58.8912	36,352	D	
Common Stock	08/08/2013	08/08/2013	M	7,000	A	\$ 14.65	43,352	D	
Common Stock	08/08/2013	08/08/2013	S	7,000	D	\$ 58.8912	36,352	D	
Common Stock	08/08/2013	08/08/2013	M	5,100	A	\$ 21.41	41,452	D	

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Common Stock	08/08/2013	08/08/2013	S	5,100	D	\$ 58.8912	36,352	D
Common Stock	08/08/2013	08/08/2013	M	1,824	A	\$ 44.75	38,176	D
Common Stock	08/08/2013	08/08/2013	S	1,824	D	\$ 58.8912	36,352	D
Common Stock	08/08/2013	08/08/2013	M	9,461	A	\$ 35.69	45,813	D
Common Stock	08/08/2013	08/08/2013	S	9,461	D	\$ 58.8912	36,352	D
Common Stock	08/08/2013	08/08/2013	M	6,392	A	\$ 37.41	42,744	D
Common Stock	08/08/2013	08/08/2013	S	6,392	D	\$ 58.8912	36,352	D
Common Stock	08/08/2013	08/08/2013	S	18,548	D	\$ 58.8587	17,804 (1)	D

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

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SEC 1474 (9-02)

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. Transactio Code (Instr. 8)	5. Number opp 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	\$ 41.6	08/08/2013	08/08/2013	M	3,328	(2)	12/09/2021	Atwood Oceanics, Inc. Common Stock	3,328
Nonqualified Stock Options	\$ 14.65	08/08/2013	08/08/2013	M	7,000	(2)	12/04/2018	Atwood Oceanics, Inc.	7,000

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								Common Stock	
Nonqualified Stock Options	\$ 21.41	08/08/2013	08/08/2013	M	5,100	<u>(4)</u>	08/31/2016	Atwood Oceanics, Inc. Common Stock	5,100
Nonqualified Stock Options	\$ 44.75	08/08/2013	08/08/2013	M	1,824	<u>(2)</u>	12/06/2017	Atwood Oceanics, Inc. Common Stock	1,824
Nonqualified Stock Options	\$ 35.69	08/08/2013	08/08/2013	M	9,461	(2)	12/03/2019	Atwood Oceanics, Inc. Common Stock	9,461
Nonqualified Stock Options	\$ 37.41	08/08/2013	08/08/2013	M	6,392	(2)	12/09/2020	Atwood Oceanics, Inc. Common Stock	6,392

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Smith Barry Michael

15835 PARK TEN PLACE DRIVE Vice President - Technical Ser

HOUSTON, TX 77084

## **Signatures**

/s/ Barry Smith, Walter A. Baker By Power of Attorney 08/09/2013

\*\*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 transaction reported hereby.
- These options were granted for a term of ten (10) years pursuant to the Atwood Oceanics, Inc. 2007 Plan with twenty-five percent (25%) of such options becoming exercisable at each of one (1) year, two (2) years, three (3) years and four (4) years respectively from the date of grant.
- (3) Represents the total number of Nonqualified Stock Options held by the reporting person with the same exercise price and expiration date subsequent to the transaction reported hereby.

**(4)** 

Reporting Owners 3

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These options were granted for a term of ten (10) years pursuant to the Atwood Oceanics, Inc. 2001 Plan with twenty-five percent (25%) of such options becoming exercisable at each of one (1) year, two (2) years, three (3) years and four (4) 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.