ATWOOD OCEANICS INC

Form 4

November 21, 2016

Check this box

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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if no longer subject to Section 16. Form 4 or 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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Smith Barry Michael

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

ATWOOD OCEANICS INC [ATW]

(Check all applicable)

(Last)

(Middle) (First)

3. Date of Earliest Transaction

Director 10% Owner

15011 KATY FREEWAY, SUITE

800

(Month/Day/Year) X_ Officer (give title Other (specify 11/17/2016 below) below)

Sr. VP - Technical Services

(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 Form filed by More than One Reporting

Person

HOUSTON, TX 77094

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I)

Ownership (Instr. 4) (Instr. 4)

(A)

Reported Transaction(s)

(Instr. 3 and 4) Code V Amount (D) Price

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)

1. Title of Derivative Security (Instr. 3)

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

any

4. 5. Number of **Transaction**Derivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Underlying (Instr. 3 and

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| | Price of Derivative Security | | (Month/Day/Year) | (Instr. 8) | | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | | | |
|---------------------------|------------------------------------|------------|------------------|------------|---|--|-----|---------------------|--------------------|---|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title |
| Restricted Stock Units | <u>(1)</u> | 11/17/2016 | | A | | 43,806 | | <u>(2)</u> | <u>(2)</u> | Atwood Oceanics Inc. Common Stock |
| Performance-Based | | | | | | | | | | Atwood Oceanics |

Reporting Owners

Reporting Owner Name / Address Relationships

<u>(3)</u>

11/17/2016

Director 10% Owner Officer Other

Smith Barry Michael 15011 KATY FREEWAY SUITE 800 HOUSTON, TX 77094

Sr. VP - Technical Services

Α

40,482

03/15/2020 03/15/2020

Inc.

Common Stock

Signatures

Restricted Stock

Units

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

11/21/2016

**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) Each restricted stock unit represents the contingent right to receive one share of common stock upon vesting of the unit.
- These shares of common stock were granted as a Restricted Stock Unit Award under the Atwood Oceanics, Inc. 2013

 (2) Long-Term Incentive Plan. The Restricted Stock Units will vest one-third per year over three years in substantially equal installments on each anniversary of the Date of Grant during the three-year period.
- The performance-based restricted stock units vest after a three-year period in an amount ranging from 0-200% of the units awarded based upon company total shareholder return compared with the total shareholder return of a designated peer group for four separate measurement periods during the vesting period. The units provide for payment of all earned shares in common stock following the end of the three-year period.

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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