

ATWOOD OCEANICS INC

Form 144

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549**

FORM 144

**NOTICE OF PROPOSED SALE OF SECURITIES
PURSUANT TO RULE 144 UNDER THE SECURITIES ACT OF 1933**

ATTENTION: *Transmit for filing 3 copies of this form concurrently with either placing an order with a broker to execute sale or executing a sale directly with a market maker.*

1(a) Name of Issuer	(b) IRS Ident. No.	(c) S.E.C. File No.
ATWOOD OCEANICS, INC.	74-1611874	06352
(d) Address of Issuer	(e) Telephone	
15835 PARK TEN PLACE DRIVE	HOUSTON , TX 77084	
(Street)	281 749-7800	
	(City) (State) (Zip Code)	(Area Code) (Number)
2(a) Name of Person For Whose Account the Securities are to be Sold	(b) IRS Ident. No.	(c) Relationship to Issuer
JAMES M. HOLLAND	450-70-9190	OFFICER

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(d) Address

12519 ALISO BEND LN.

HOUSTON , TX 77041

(Street)

(City) (State) (Zip Code)

INSTRUCTION: *The person filing this notice should contact the issuer to obtain the I.R.S. Identification Number and the S.E.C. File Number*

3(a) Title of the Class of Securities to be Sold	(b) Name and Address of Each Broker Through Whom the Securities Are to be Offered or Each Market Maker Who is Acquiring the Securities	SEC USE ONLY Broker-Dealer File Number	(c) Number of Shares or Other Units to be Sold (See Instr. 3(c))	(d) Aggregate Market Value (See Instr. 3(d))	(e) Number of Shares or Other Units Outstanding (See Instr. 3(e))	(f) Approximate Date of Sale (Mo/Day/Yr) (See Instr. 3(f))	(g) Name of Each Securities Exchange (See Instr. 3(g))
COMMON	MERRILL LYNCH, 580 WESTLAKE PARK BLVD #1630, HOUSTON TX 77079		12,000	1,173,328	15,451,586	3/24/06	NYSE

INSTRUCTIONS:

1. (a) Name of issuer
(b) Issuer's I.R.S. Identification Number
(c) Issuer's S.E.C. file number, if any
(d) Issuer's address, including zip code
(e) Issuer's telephone number, including area code
2. (a) Name of person for whose account the securities are to be sold
(b) Such person's I.R.S. Identification number, if such person is an entity
(c) Such person's relationship to the issuer (e.g., officer, director, 10% stockholder, or member of immediate family of any of the foregoing)
(d) Such person's address, including zip code
3. (a) Title of the class of securities to be sold
(b) Name and Address of each broker through whom the securities are intended to be sold
(c) Number of shares or other units to be sold (if debt securities, give the aggregate face amount)
(d) Aggregate market value of the securities to be sold as of a specified date within 10 days prior to the filing of this notice
(e) Number of shares or other units of the class outstanding, or if debt securities the face amount thereof outstanding, as shown by the most recent report or statement published by the issuer
(f) Approximate date on which the securities are to be sold
(g) Name of each securities exchange, if any, on which the securities are intended to be sold

	SECURITY	PRICE PER SHARE	PERCENT OF OFFERING	DATE OF SALE
1.	Common stock, \$10 par value	\$10.00	75%	1986-1987
2.	Preferred stock, \$10 par value	\$10.00	25%	1986-1987
3.	Bonds, \$1,000 face value	\$1,000.00	0%	1986-1987
4.	Warrants, \$10 exercise price	\$10.00	0%	1986-1987
5.	Options, \$10 exercise price	\$10.00	0%	1986-1987
6.	Convertible bonds, \$1,000 face value	\$1,000.00	0%	1986-1987
7.	Convertible preferred stock, \$10 par value	\$10.00	0%	1986-1987
8.	Convertible common stock, \$10 par value	\$10.00	0%	1986-1987
9.	Convertible warrants, \$10 exercise price	\$10.00	0%	1986-1987
10.	Convertible options, \$10 exercise price	\$10.00	0%	1986-1987
11.	Convertible bonds, \$1,000 face value	\$1,000.00	0%	1986-1987
12.	Convertible preferred stock, \$10 par value	\$10.00	0%	1986-1987
13.	Convertible common stock, \$10 par value	\$10.00	0%	1986-1987
14.	Convertible warrants, \$10 exercise price	\$10.00	0%	1986-1987
15.	Convertible options, \$10 exercise price	\$10.00	0%	1986-1987
16.	Convertible bonds, \$1,000 face value	\$1,000.00	0%	1986-1987
17.	Convertible preferred stock, \$10 par value	\$10.00	0%	1986-1987
18.	Convertible common stock, \$10 par value	\$10.00	0%	1986-1987
19.	Convertible warrants, \$10 exercise price	\$10.00	0%	1986-1987
20.	Convertible options, \$10 exercise price	\$10.00	0%	1986-1987
21.	Convertible bonds, \$1,000 face value	\$1,000.00	0%	1986-1987
22.	Convertible preferred stock, \$10 par value	\$10.00	0%	1986-1987
23.	Convertible common stock, \$10 par value	\$10.00	0%	1986-1987
24.	Convertible warrants, \$10 exercise price	\$10.00	0%	1986-1987
25.	Convertible options, \$10 exercise price	\$10.00	0%	1986-1987
26.	Convertible bonds, \$1,000 face value	\$1,000.00	0%	1986-1987
27.	Convertible preferred stock, \$10 par value	\$10.00	0%	1986-1987
28.	Convertible common stock, \$10 par value	\$10.00	0%	1986-1987
29.	Convertible warrants, \$10 exercise price	\$10.00	0%	1986-1987
30.	Convertible options, \$10 exercise price	\$10.00	0%	1986-1987
31.	Convertible bonds, \$1,000 face value	\$1,000.00	0%	1986-1987
32.	Convertible preferred stock, \$10 par value	\$10.00	0%	1986-1987
33.	Convertible common stock, \$10 par value	\$10.00	0%	1986-1987
34.	Convertible warrants, \$10 exercise price	\$10.00	0%	1986-1987
35.	Convertible options, \$10 exercise price	\$10.00	0%	1986-1987
36.	Convertible bonds, \$1,000 face value	\$1,000.00	0%	1986-1987
37.	Convertible preferred stock, \$10 par value	\$10.00	0%	1986-1987
38.	Convertible common stock, \$10 par value	\$10.00	0%	1986-1987
39.	Convertible warrants, \$10 exercise price	\$10.00	0%	1986-1987
40.	Convertible options, \$10 exercise price	\$10.00	0%	1986-1987
41.	Convertible bonds, \$1,000 face value	\$1,000.00	0%	1986-1987
42.	Convertible preferred stock, \$10 par value	\$10.00	0%	1986-1987
43.	Convertible common stock, \$10 par value	\$10.00	0%	1986-1987
44.	Convertible warrants, \$10 exercise price	\$10.00	0%	1986-1987
45.	Convertible options, \$10 exercise price	\$10.00	0%	1986-1987
46.	Convertible bonds, \$1,000 face value	\$1,000.00	0%	1986-1987
47.	Convertible preferred stock, \$10 par value	\$10.00	0%	1986-1987
48.	Convertible common stock, \$10 par value	\$10.00	0%	1986-1987
49.	Convertible warrants, \$10 exercise price	\$10.00	0%	1986-1987
50.	Convertible options, \$10 exercise price	\$10.00	0%	1986-1987
51.	Convertible bonds, \$1,000 face value	\$1,000.00	0%	1986-1987
52.	Convertible preferred stock, \$10 par value	\$10.00	0%	1986-1987
53.	Convertible common stock, \$10 par value	\$10.00	0%	1986-1987
54.	Convertible warrants, \$10 exercise price	\$10.00	0%	1986-1987
55.	Convertible options, \$10 exercise price	\$10.00	0%	1986-1987
56.	Convertible bonds, \$1,000 face value	\$1,000.00	0%	1986-1987
57.	Convertible preferred stock, \$10 par value	\$10.00	0%	1986-1987
58.	Convertible common stock, \$10 par value	\$10.00	0%	1986-1987
59.	Convertible warrants, \$10 exercise price	\$10.00	0%	1986-1987
60.	Convertible options, \$10 exercise price	\$10.00	0%	1986-1987
61.	Convertible bonds, \$1,000 face value	\$1,000.00	0%	1986-1987
62.	Convertible preferred stock, \$10 par value	\$10.00	0%	1986-1987
63.	Convertible common stock, \$10 par value	\$10.00	0%	1986-1987
64.				

Furnish the following information with respect to the acquisition of the securities to be sold and with respect to the payment of all or any part of the purchase price or other consideration therefor:

Title of the Class	Date You Acquired	Nature of Acquisition Transaction	Name of Person from Whom Acquired <i>(if gift, also give date donor acquired)</i>	Amount of Securities Acquired	Date of Payment	Nature of Payment
COMMON	3/24/06	EMPLOYEE STOCK OPTION	ATWOOD OCEANICS, INC.	12,000	3/24/06	CHECK

INSTRUCTIONS:

If the securities were purchased and full payment therefor was not made in cash at the time of purchase, explain in the table or in a note thereto the nature of the consideration given. If the consideration consisted of any note or other obligation, or if payment was made in installments describe the arrangement and state when the note or other obligation was discharged in full or the last installment paid.

TABLE II SECURITIES SOLD DURING THE PAST 3 MONTHS

Furnish the following information as to all securities of the issuer sold during the past 3 months by the person for whose account the securities are to be sold.

Name and Address of Seller	Title of Securities Sold	Date of Sale	Amount of Securities Sold	Gross Proceeds

REMARKS:

INSTRUCTIONS:

See the definition of person in paragraph (a) of Rule 144. Information is to be given not only as to the person for whose account the securities are to be sold but also as to all other persons included in that definition. In addition, information shall be given as to sales by all persons whose sales are required by paragraph (e) of Rule 144 to be aggregated with sales for the account of the person filing this notice.

ATTENTION:

The person for whose account the securities to which this notice relates are to be sold hereby represents by signing this notice that he does not know any material adverse information in regard to the current and prospective operations of the issuer of the securities to be sold which has not been publicly disclosed.

4/5/06

/s/ JAMES M. HOLLAND

DATE OF NOTICE

(SIGNATURE)

The notice shall be signed by the persons for whose account the securities are to be sold.

At least one copy of the notice shall be manually signed.

Any copies not manually signed shall bear typed or printed signatures.

ATTENTION:

**Intentional misstatements or omission of facts constitute
Federal Criminal Violations (See 18 U.S.C. 1001)**