

EADS RODNEY W
Form 4
January 10, 2006

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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)

1. Name and Address of Reporting Person *
EADS RODNEY W

2. Issuer Name and Ticker or Trading Symbol
DIAMOND OFFSHORE DRILLING INC [DO]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
15415 KATY FREEWAY, SUITE 100
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/06/2006

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Senior Vice President

HOUSTON, TX 77094

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

(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. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	01/06/2006		M		200	A	\$ 43.03
Common Stock	01/06/2006		S		200	D	\$ 74.74
Common Stock	01/06/2006		M		500	A	\$ 19.08
Common Stock	01/06/2006		S		500	D	\$ 74.53
Common Stock	01/06/2006		M		4,572	A	\$ 43.03

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Common Stock	01/06/2006	S	4,572	D	\$ 74.53	0	D
Common Stock	01/06/2006	M	500	A	\$ 22.49	500	D
Common Stock	01/06/2006	S	500	D	\$ 74.53	0	D
Common Stock	01/06/2006	M	313	A	\$ 38.94	313	D
Common Stock	01/06/2006	S	313	D	\$ 74.53	0	D
Common Stock	01/06/2006	M	500	A	\$ 32.78	500	D
Common Stock	01/06/2006	S	500	D	\$ 74.53	0	D
Common Stock	01/06/2006	M	313	A	\$ 33.51	313	D
Common Stock	01/06/2006	S	313	D	\$ 74.53	0	D
Common Stock	01/06/2006	M	594	A	\$ 29.2	594	D
Common Stock	01/06/2006	S	594	D	\$ 74.53	0	D
Common Stock	01/06/2006	M	594	A	\$ 29.33	594	D
Common Stock	01/06/2006	S	594	D	\$ 74.53	0	D
Common Stock	01/06/2006	M	500	A	\$ 20.77	500	D
Common Stock	01/06/2006	S	500	D	\$ 74.53	0	D
Common Stock	01/06/2006	M	313	A	\$ 24.6	313	D
Common Stock	01/06/2006	S	313	D	\$ 74.53	0	D
Common Stock	01/06/2006	M	500	A	\$ 39.98	500	D
Common Stock	01/06/2006	S	500	D	\$ 74.53	0	D
Common Stock	01/06/2006	M	500	A	\$ 23.65	500	D
	01/06/2006	S	500	D		0	D

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Common Stock						\$ 74.53		
Common Stock	01/06/2006		M	594	A	\$ 19.88	594	D
Common Stock	01/06/2006		S	594	D	\$ 74.53	0	D
Common Stock	01/06/2006		M	313	A	\$ 30.53	313	D
Common Stock	01/06/2006		S	313	D	\$ 74.53	0	D

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

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(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. Transaction Code (Instr. 8)	5. Number of 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)	Amount or Number of Shares
Stock Option (right to buy)	\$ 43.03	01/06/2006		M	200	05/16/2001 ⁽¹⁾ 05/16/2010	Common Stock	200
Stock Option (right to buy)	\$ 43.03	01/06/2006		M	4,572	05/16/2001 ⁽¹⁾ 05/16/2010	Common Stock	4,572
Stock Option (right to buy)	\$ 38.94	01/06/2006		M	313	04/12/2002 ⁽²⁾ 04/12/2011	Common Stock	313
Stock Option	\$ 24.6	01/06/2006		M	313	04/12/2002 ⁽²⁾ 10/01/2011	Common Stock	313

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(right to buy)									
Stock Option (right to buy)	\$ 33.51	01/06/2006	M	313	04/12/2002 ⁽²⁾	07/02/2011	Common Stock	313	
Stock Option (right to buy)	\$ 19.08	01/06/2006	M	500	04/22/2004 ⁽³⁾	10/01/2013	Common Stock	500	
Stock Option (right to buy)	\$ 22.49	01/06/2006	M	500	05/18/2005 ⁽⁴⁾	05/18/2014	Common Stock	500	
Stock Option (right to buy)	\$ 30.53	01/06/2006	M	313	04/12/2002 ⁽²⁾	01/02/2012	Common Stock	313	
Stock Option (right to buy)	\$ 29.33	01/06/2006	M	594	04/15/2003 ⁽⁵⁾	04/15/2012	Common Stock	594	
Stock Option (right to buy)	\$ 29.2	01/06/2006	M	594	04/15/2003 ⁽⁵⁾	07/01/2012	Common Stock	594	
Stock Option (right to buy)	\$ 19.88	01/06/2006	M	594	04/15/2003 ⁽⁵⁾	10/01/2012	Common Stock	594	
Stock Option (right to buy)	\$ 20.77	01/06/2006	M	500	04/22/2004 ⁽³⁾	12/31/2013	Common Stock	500	
Stock Option (right to buy)	\$ 23.65	01/06/2006	M	500	05/18/2005 ⁽⁴⁾	07/01/2014	Common Stock	500	
Stock Option (right to buy)	\$ 32.78	01/06/2006	M	500	05/18/2005 ⁽⁴⁾	10/01/2014	Common Stock	500	
Stock Option (right to	\$ 39.98	01/06/2006	M	500	05/18/2005 ⁽⁴⁾	12/31/2014	Common Stock	500	

buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
EADS RODNEY W 15415 KATY FREEWAY SUITE 100 HOUSTON, TX 77094			Senior Vice President	

Signatures

/s/ William C. Long Attorney-in-Fact for Rodney W.
Eads 01/10/2006

__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) The options vested in four equal annual installments on May 16, 2001, 2002, 2003 and 2004.
- (2) The options vested in four equal annual installments on April 12, 2002, 2003, 2004 and 2005.
- (3) The options vested in two equal annual installments on April 22, 2004 and April 22, 2005.
- (4) The options vested on May 18, 2005.
- (5) The options vested in three equal annual installments on April 15, 2003, 2004 and 2005.

Remarks:

Form 1 of 2 dated January 10, 2006.

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.