

Baudoin Mark F  
 Form 4  
 September 17, 2009

**FORM 4**

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

OMB APPROVAL

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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 \*  
 Baudoin Mark F

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)  
 09/16/2009

\_\_\_\_ 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 (D) Price			
Common Stock	09/16/2009		M	313	A \$ 45.77	313	D	
Common Stock	09/16/2009		S	313	D \$ 96.9891	0	D	
Common Stock	09/16/2009		M	313	A \$ 53.6	313	D	
Common Stock	09/16/2009		S	313	D \$ 96.9891	0	D	
Common Stock	09/16/2009		M	313	A \$ 61.9	313	D	

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Common Stock	09/16/2009	S	313	D	\$ 96.9891	0	D	
Common Stock	09/16/2009	M	500	A	\$ 59.19	500	D	
Common Stock	09/16/2009	F	315	D	\$ 93.82	185	D	
Common Stock	09/16/2009	S	185	D	\$ 96.9891	0	D	
Common Stock						230.5597	I	By 401K Plan <sup>(1)</sup>

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)	\$ 45.77	09/16/2009		M	313	04/19/2009 <sup>(2)</sup> 04/19/2015	Common Stock	313
Stock Option (right to buy)	\$ 53.6	09/16/2009		M	313	04/19/2009 <sup>(2)</sup> 07/01/2015	Common Stock	313
Stock Option (right to buy)	\$ 61.9	09/16/2009		M	313	04/19/2009 <sup>(2)</sup> 10/03/2015	Common Stock	313
Stock Appreciation Right	\$ 59.19	09/16/2009		M	500	04/01/2009 <sup>(3)</sup> 12/31/2018	Common Stock	500

# Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Baudoin Mark F 15415 KATY FREEWAY SUITE 100 HOUSTON, TX 77094			Senior Vice President	

# Signatures

/s/ William C. Long Attorney-in-Fact for Mark F. Baudoin	09/17/2009
**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) Based on a plan statement as of September 16, 2009.
  - (2) The options vested on April 19, 2009.
  - (3) The stock appreciation right vested on April 1, 2009.
  - (4) The stock appreciation rights vest in three annual installments beginning on April 1, 2010.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.  
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