TODCO Form 4 September 02, 2005

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB APPROVAL OMB 3235-0287

Number:

Check this box if no longer

Washington, D.C. 20549

Person

January 31, Expires: 2005 Estimated average

subject to Section 16. Form 4 or Form 5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

burden hours per 0.5 response...

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 Add RASK JAN A	^	ng Person *	2. Issuer Name and Ticker or Trading Symbol TODCO [THE]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last) (First) (Middle)			3. Date of Earliest Transaction	(Sheen air applicable)				
2000 W. SAM HOUSTON PKWY S., SUITE 800		N PKWY	(Month/Day/Year) 08/31/2005	_X_ Director 10% Owner _X_ Officer (give title Other (specify below) President and CEO				
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check				
HOUSTON TV 77042 2615			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting				

HOUSTON, TX 7/042-3615

(City)	(State)	(Zip) Tabl	e I - Non-L	Derivative :	Securi	ities Acqu	ired, Disposed of	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5)			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)	(Instr. 4)	
Class A Common Stock	08/31/2005		D <u>(1)</u>	100	D	\$ 33.19	148,303	D	
Class A Common Stock	08/31/2005		D <u>(1)</u>	700	D	\$ 33.18	147,603	D	
Class A Common Stock	08/31/2005		D <u>(1)</u>	1,600	D	\$ 33.17	146,003	D	
Class A Common	08/31/2005		D <u>(1)</u>	1,400	D	\$ 33.16	144,603	D	

Stock							
Class A Common Stock	08/31/2005	D <u>(1)</u>	1,400	D	\$ 33.15	143,203	D
Class A Common Stock	08/31/2005	D <u>(1)</u>	1,100	D	\$ 33.14	142,103	D
Class A Common Stock	08/31/2005	D(1)	900	D	\$ 33.13	141,203	D
Class A Common Stock	08/31/2005	D <u>(1)</u>	900	D	\$ 33.12	140,303	D
Class A Common Stock	08/31/2005	D <u>(1)</u>	2,700	D	\$ 33.1	137,603	D
Class A Common Stock	08/31/2005	D <u>(1)</u>	300	D	\$ 33.09	137,303	D
Class A Common Stock	08/31/2005	D <u>(1)</u>	1,700	D	\$ 33.08	135,603	D
Class A Common Stock	08/31/2005	D <u>(1)</u>	700	D	\$ 33.07	134,903	D
Class A Common Stock	08/31/2005	D(1)	200	D	\$ 33.06	134,703	D
Class A Common Stock	08/31/2005	D <u>(1)</u>	1,500	D	\$ 33.05	133,203	D
Class A Common Stock	08/31/2005	D <u>(1)</u>	4,400	D	\$ 33.04	128,803	D
Class A Common Stock	08/31/2005	D <u>(1)</u>	300	D	\$ 33.03	128,503	D
Class A Common Stock	08/31/2005	D <u>(1)</u>	900	D	\$ 33.02	127,603	D
Class A Common Stock	08/31/2005	D <u>(1)</u>	300	D	\$ 33.01	127,303	D

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Class A

Common 08/31/2005 $D_{\underline{(1)}}$ 12,100 D \$ 33 115,203 D

Stock

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474

(9-02)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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. Transa Code (Instr.	ection (8)	5. nNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Titl Amou Under Secur (Instr.	int of lying	8. Price of Derivative Security (Instr. 5)	
				Code	V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address		K	Relationships		
	Director	10% Owner	Officer	Other	
RASK JAN A					
2000 W. SAM HOUSTON PKWY S., SUITE 800	X		President and CEO		
HOUSTON TX 77042-3615					

Signatures

Jan Rask by Randall A. Stafford, Attorney in fact 09/02/2005

**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 sale reported in the Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 17, 2005 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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