

ATWOOD OCEANICS INC
 Form 4
 July 06, 2007

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 *
IRWIN JOHN R

(Last) (First) (Middle)
 P.O. BOX 218350
 (Street)

HOUSTON, TX 77218

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ATWOOD OCEANICS INC [ATW]

3. Date of Earliest Transaction (Month/Day/Year)
07/05/2007

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
 President

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

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 Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	Price		
Common Stock	07/05/2007	07/05/2007	M		50,000	\$ 15.38	27,400 ⁽¹⁾	D
Common Stock	07/05/2007	07/05/2007	M		20,000	\$ 15.03	27,400 ⁽¹⁾	D
Common Stock	07/05/2007	07/05/2007	M		8,000	\$ 13.5	27,400 ⁽¹⁾	D
Common Stock	07/05/2007	07/05/2007	M		78,000	\$ 70.02	27,400 ⁽¹⁾	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 Security (Instr. 3 and 4)	Amount or Number of Shares
Nonqualified Stock Options	\$ 15.38	07/05/2007	07/05/2007	M	50,000	<u>(3)</u> 09/11/2012	Common Stock	50,000
Nonqualified Stock Options	\$ 15.03	07/05/2007	07/05/2007	M	20,000	<u>(4)</u> 12/04/2012	Common Stock	20,000
Nonqualified Stock Options	\$ 13.5	07/05/2007	07/05/2007	M	8,000	<u>(5)</u> 12/03/2013	Common Stock	8,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
IRWIN JOHN R P.O. BOX 218350 HOUSTON, TX 77218	X		President	

Signatures

John R. Irwin 07/06/2007

**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) Represents the total number of shares of Common Stock held by the reporting person subsequent to the transactions reported hereby.
- (2) Represents the total number of Nonqualified Stock Options held by the reporting person with the same exercise price, exercised date, and expiration date, subsequent to the transaction reported hereby.
- (3) These options were granted on September 12, 2002 and vested 25% per year commencing at the end of year one, with full vesting on September 11, 2006.

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- (4) These options were granted on December 5, 2002 and vested 25% per year commencing at the end of year one, with full vesting on December 4, 2006.
- (5) These options were granted on December 4, 2003 and vested 25% per year commencing at the end of year one, with full vesting on December 3, 2007.

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.