

DICKERSON LAWRENCE R
Form 4
October 28, 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 *
DICKERSON LAWRENCE R

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)
10/26/2009

Director 10% Owner
 Officer (give title below) Other (specify below)
President and C.E.O.

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 Indirect Beneficial Ownership (Instr. 4)	
				(A) or (D)	Price			
				Code	V	Amount		
Common Stock	10/26/2009		M	1,407	A	\$ 45.77	1,407	D
Common Stock	10/26/2009		S	1,407	D	\$ 107.9	0	D
Common Stock	10/26/2009		M	1,407	A	\$ 53.6	1,407	D
Common Stock	10/26/2009		S	1,407	D	\$ 107.9	0	D
Common Stock	10/26/2009		M	1,407	A	\$ 61.9	1,407	D

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Common Stock	10/26/2009	S	1,407	D	\$ 107.90		D
Common Stock	10/26/2009	M	1,407	A	\$ 69.38	1,407	D
Common Stock	10/26/2009	S	1,407	D	\$ 107.90		D
Common Stock	10/26/2009	M	2,812	A	\$ 71.87	2,812	D
Common Stock	10/26/2009	F	1,896	D	\$ 106.57	916	D
Common Stock	10/26/2009	S	916	D	\$ 107.90		D
Common Stock	10/26/2009	M	2,812	A	\$ 79.77	2,812	D
Common Stock	10/26/2009	F	2,104	D	\$ 106.57	708	D
Common Stock	10/26/2009	S	708	D	\$ 107.90		D
Common Stock	10/26/2009	M	1,406	A	\$ 59.19	1,406	D
Common Stock	10/26/2009	F	780	D	\$ 106.57	626	D
Common Stock	10/26/2009	S	626	D	\$ 107.90		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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Am or Nur of

Instrument	Exercise Price	Grant Date	Term	Quantity	Start Date	End Date	Underlying	Shares
Stock Option (right to buy)	\$ 45.77	10/26/2009	M	1,407	04/19/2009	04/19/2015	Common Stock	1,407
Stock Option (right to buy)	\$ 53.6	10/26/2009	M	1,407	04/19/2009	07/01/2015	Common Stock	1,407
Stock Option (right to buy)	\$ 61.9	10/26/2009	M	1,407	04/19/2009	10/03/2015	Common Stock	1,407
Stock Option (right to buy)	\$ 69.38	10/26/2009	M	1,407	04/19/2009	12/31/2015	Common Stock	1,407
Stock Appreciation Right	\$ 71.87	10/26/2009	M	2,812	04/27/2008 ⁽¹⁾	10/02/2016	Common Stock	2,812
Stock Appreciation Right	\$ 79.77	10/26/2009	M	2,812	04/27/2008 ⁽¹⁾	12/31/2016	Common Stock	2,812
Stock Appreciation Right	\$ 59.19	10/26/2009	M	1,406	04/01/2009	12/31/2018	Common Stock	1,406

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DICKERSON LAWRENCE R 15415 KATY FREEWAY SUITE 100 HOUSTON, TX 77094	X		President and C.E.O.	

Signatures

/s/ William C. Long Attorney-in-fact for Lawrence R. Dickerson 10/28/2009

__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) The stock appreciation rights vested in two annual installments beginning on April 27, 2008.

(2) The stock appreciation rights vest on April 27, 2010.

(3) 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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