

ATWOOD OCEANICS INC
Form 4
March 24, 2014

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 *
Jimenez Luis

(Last) (First) (Middle)
15011 KATY FREEWAY, SUITE 800
(Street)

HOUSTON, TX 77094

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
03/21/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
Vice President, Human Resource

6. Individual or Joint/Group Filing (Check Applicable Line)
X 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	(A) or (D)	Price		
Common Stock	03/21/2014	03/21/2014	M		2,570	A	\$ 35.69	15,392	D
Common Stock	03/21/2014	03/21/2014	S		2,570	D	\$ 49.4001	12,822	D
Common Stock	03/21/2014	03/21/2014	M		2,811	A	\$ 41.6	15,633	D
Common Stock	03/21/2014	03/21/2014	S		2,811	D	\$ 49.3582	12,822	D
Common Stock	03/21/2014	03/21/2014	M		2,753	A	\$ 37.41	15,575	D

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Common Stock 03/21/2014 03/21/2014 S 2,753 D \$ 49.3503 12,822 ⁽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 Securities (Instr. 3 and 4)	Amount or Number of Shares
Nonqualified Stock Options	\$ 35.69	03/21/2014	03/21/2014	M	2,570	⁽²⁾ 12/03/2019	Common Stock	2,570
Nonqualified Stock Options	\$ 41.6	03/21/2014	03/21/2014	M	2,811	⁽⁴⁾ 12/09/2021	Atwood Oceanics, Inc. Common Stock	2,811
Nonqualified Stock Options	\$ 37.41	03/21/2014	03/21/2014	M	2,753	⁽⁵⁾ 12/09/2020	Atwood Oceanics, Inc. Common Stock	2,753

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Jimenez Luis
15011 KATY FREEWAY
SUITE 800
HOUSTON, TX 77094

Vice President, Human Resource

Signatures

/s/ Luis Jimenez, Walter A. Baker By Power of
Attorney

03/24/2014

__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 transaction reported hereby.
- (2) These options were granted on December 3, 2009 and vest 25% per year commencing at the end of year one will full vesting on December 3, 2013.
- (3) Represents the total number of Nonqualified Stock Options held by the reporting person with the same exercise price and expiration date subsequent to the transaction reported hereby.
- (4) These options were granted on December 9, 2011 and vest 25% per year commencing at the end of year one will full vesting on December 9, 2015.
- (5) These options were granted on December 9, 2010 and vest 25% per year commencing at the end of year one will full vesting on December 9, 2014.

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.