

DIAMOND OFFSHORE DRILLING INC

Form 4

August 23, 2006

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
WILLIAMS DAVID W

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**

3. Date of Earliest Transaction
(Month/Day/Year)
08/22/2006

____ Director ____ 10% Owner
☒ Officer (give title below) ____ Other (specify below)
Executive Vice President

(Street)
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)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	08/22/2006		M		486	A	\$ 29.33	486	D
Common Stock	08/22/2006		S		486	D	\$ 73.9386	0	D
Common Stock	08/22/2006		M		938	A	\$ 29.2	938	D
Common Stock	08/22/2006		S		938	D	\$ 73.9386	0	D
Common Stock	08/22/2006		M		938	A	\$ 19.88	938	D

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Common Stock	08/22/2006	S	938	D	\$ 73.9386	0	D
Common Stock	08/22/2006	M	938	A	\$ 21.93	938	D
Common Stock	08/22/2006	S	938	D	\$ 73.9386	0	D
Common Stock	08/22/2006	M	937	A	\$ 45.77	937	D
Common Stock	08/22/2006	S	937	D	\$ 73.9386	0	D
Common Stock	08/22/2006	M	937	A	\$ 53.6	937	D
Common Stock	08/22/2006	S	937	D	\$ 73.9386	0	D
Common Stock	08/22/2006	M	937	A	\$ 61.9	937	D
Common Stock	08/22/2006	S	937	D	\$ 73.9386	0	D
Common Stock	08/22/2006	M	937	A	\$ 69.38	937	D
Common Stock	08/22/2006	S	937	D	\$ 73.9386	0	D
Common Stock	08/22/2006	M	937	A	\$ 19.78	937	D
Common Stock	08/22/2006	S	937	D	\$ 73.9386	0	D
Common Stock	08/22/2006	M	937	A	\$ 21.23	937	D
Common Stock	08/22/2006	S	937	D	\$ 73.9386	0	D
Common Stock	08/22/2006	M	937	A	\$ 19.08	937	D
Common Stock	08/22/2006	S	937	D	\$ 73.9386	0	D
Common Stock	08/22/2006	M	937	A	\$ 20.77	937	D
Common Stock	08/22/2006	S	937	D	\$ 73.9386	0	D

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

SEC 1474
(9-02)

required to respond unless the form displays a currently valid OMB control number.

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)		8. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title		
Stock Option (right to buy)	\$ 29.33	08/22/2006		M	486	04/15/2003 ⁽¹⁾	04/15/2012	Common Stock		486
Stock Option (right to buy)	\$ 29.2	08/22/2006		M	938	04/15/2003 ⁽¹⁾	07/01/2012	Common Stock		938
Stock Option (right to buy)	\$ 19.88	08/22/2006		M	938	04/15/2003 ⁽¹⁾	10/01/2012	Common Stock		938
Stock Option (right to buy)	\$ 21.93	08/22/2006		M	938	04/15/2003 ⁽¹⁾	12/31/2012	Common Stock		938
Stock Option (right to buy)	\$ 45.77	08/22/2006		M	937	04/19/2006 ⁽²⁾	04/19/2015	Common Stock		937
Stock Option (right to buy)	\$ 53.6	08/22/2006		M	937	04/19/2006 ⁽²⁾	07/01/2015	Common Stock		937
Stock Option (right to buy)	\$ 61.9	08/22/2006		M	937	04/19/2006 ⁽²⁾	10/03/2015	Common Stock		937

Stock Option (right to buy)	\$ 69.38	08/22/2006	M	937	04/19/2006 ⁽²⁾	12/31/2015	Common Stock	937
Stock Option (right to buy)	\$ 19.78	08/22/2006	M	937	04/22/2004 ⁽⁴⁾	04/22/2013	Common Stock	937
Stock Option (right to buy)	\$ 21.23	08/22/2006	M	937	04/22/2004 ⁽⁴⁾	07/01/2013	Common Stock	937
Stock Option (right to buy)	\$ 19.08	08/22/2006	M	937	04/22/2004 ⁽⁴⁾	10/01/2013	Common Stock	937
Stock Option (right to buy)	\$ 20.77	08/22/2006	M	937	04/22/2004 ⁽⁴⁾	12/31/2013	Common Stock	937

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WILLIAMS DAVID W 15415 KATY FREEWAY SUITE 100 HOUSTON, TX 77094			Executive Vice President	

Signatures

/s/ William C. Long Attorney-in-Fact for David W.
Williams

08/23/2006

 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 options vested in four equal annual installments on April 15, 2003, 2004, 2005 and 2006.
- (2) The options vested on April 19, 2006.
- (3) The options vest in three equal annual installments beginning on April 19, 2007.
- (4) The options vested in three equal annual installments on April 22, 2004, April 22, 2005 and April 22, 2006.
- (5) The options vest on April 22, 2007.

Remarks:

Form 1 of 2 dated August 23, 2006.

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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