

ATWOOD OCEANICS INC

Form 4

March 31, 2014

**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

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Campbell Michael Alan

(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)  
03/27/2014

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 - Controller

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)
Common Stock	03/27/2014	03/27/2014	M	99 A \$ 14.65	22,779	D	
Common Stock	03/27/2014	03/27/2014	S	99 D \$ 50	22,680	D	
Common Stock	03/28/2014	03/28/2014	M	1,000 A \$ 14.65	23,680	D	
Common Stock	03/28/2014	03/28/2014	S	1,000 D \$ 49.75	22,680	D	
Common Stock	03/28/2014	03/28/2014	M	501 A \$ 14.65	23,181	D	

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Common Stock	03/28/2014	03/28/2014	S	501	D	\$ 49,792	22,680 <sup>(1)</sup>	D	
Atwood Oceanics, Inc. Common Stock							100	I	By Spouse

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

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SEC 1474  
(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
				Code	V	(A)	(D)	
Nonqualified Stock Options	\$ 14.65	03/27/2014	03/27/2014	M	99	<sup>(2)</sup>	12/04/2018	Atwood Oceanics, Inc. Common Stock 99
Nonqualified Stock Options	\$ 14.65	03/28/2014	03/28/2014	M	1,000	<sup>(2)</sup>	12/04/2018	Atwood Oceanics, Inc. Common Stock 1,000
Nonqualified Stock Options	\$ 14.65	03/28/2014	03/28/2014	M	501	<sup>(2)</sup>	12/04/2018	Atwood Oceanics, Inc. Common Stock 501

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Campbell Michael Alan 15011 KATY FREEWAY SUITE 800 HOUSTON, TX 77094			Vice President - Controller	

## Signatures

/s/ Michael Campbell, Walter A. Baker By Power of Attorney

03/31/2014

\_\_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.  
These options were granted for a term of ten (10) years pursuant to the Atwood Oceanics, Inc. 2007 Plan with twenty-five percent (25%) of such options becoming exercisable at each of one (1) year, two (2) years, three (3) years and four (4) years respectively from the date of grant.
- (2)
- (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.

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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