

TIDEWATER INC
Form 4
November 13, 2006

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 *
TAYLOR DEAN E

(Last) (First) (Middle)
601 POYDRAS ST. #1900
(Street)

NEW ORLEANS, LA 70130

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
TIDEWATER INC [TDW]

3. Date of Earliest Transaction (Month/Day/Year)
11/08/2006

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)
Chairman, CEO & 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 (A) or (D) Price		
Common Stock	11/08/2006 ⁽¹⁾		M		2,292 A \$ 43.625	75,266	D
Common Stock	11/08/2006 ⁽¹⁾		F		1,964 D \$ 50.91	73,302	D
Common Stock	11/09/2006		M		12,708 A \$ 43.625	86,010	D
Common Stock	11/09/2006		S		400 D \$ 52	85,610	D
Common Stock	11/09/2006		S		200 D \$ 52.02	85,410	D

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Common Stock	11/09/2006	S	1,300	D	\$ 52.07	84,110	D
Common Stock	11/09/2006	S	200	D	\$ 52.12	83,910	D
Common Stock	11/09/2006	S	200	D	\$ 52.15	83,710	D
Common Stock	11/09/2006	S	200	D	\$ 52.19	83,510	D
Common Stock	11/09/2006	S	500	D	\$ 52.2	83,010	D
Common Stock	11/09/2006	S	2,300	D	\$ 52.25	80,710	D
Common Stock	11/09/2006	S	2,000	D	\$ 52.28	78,710	D
Common Stock	11/09/2006	S	400	D	\$ 52.33	78,310	D
Common Stock	11/09/2006	S	200	D	\$ 52.34	78,110	D
Common Stock	11/09/2006	S	100	D	\$ 52.36	78,010	D
Common Stock	11/09/2006	S	4,708	D	\$ 52.44	73,302	D

Common Stock						5,757	I	As Custodian for Children ⁽²⁾
Common Stock						3,639.5319	I	By Trustee ⁽³⁾

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)
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			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 43.625	11/08/2006 ⁽¹⁾	M				03/19/1998 ⁽⁴⁾	03/19/2007	Common Stock	2,292
Stock Option (Right to Buy)	\$ 43.625	11/09/2006	M				03/19/1998 ⁽⁴⁾	03/19/2007	Common Stock	12,708

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TAYLOR DEAN E 601 POYDRAS ST. #1900 NEW ORLEANS, LA 70130	X			Chairman, CEO & President

Signatures

Dean E. Taylor, by: Michael L. Goldblatt, Agent and Attorney-in-Fact
11/13/2006

**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) Mr. Taylor attested to ownership of the 1,964 shares delivered in payment of the exercise price and delivered the attestation form to the Company's agent after the close of the trading markets on November 7, 2006. On November 8, the agent transmitted the attestation form and necessary documentation to Mr. Taylor's broker through DTC to effect the payment of the exercise price.
 - (2) The Reporting Person disclaims beneficial ownership of these securities and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of such securities for the purposes of Section 16 or any other purpose.
 - (3) Acquired on a periodic basis by the Trustee of the Tidewater Inc. 401(k) Savings Plan. Includes shares acquired for my account through October 31, 2006.
 - (4) The options vested in 3 equal annual installments beginning on the date indicated.

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