

ATWOOD OCEANICS INC
Form 4
March 31, 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 *
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
 Officer (give title below) _____ Other (specify below)
Vice President - Controller

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) | (A) or (D) | 5. Amount or Price | 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 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 ⁽¹⁾ | 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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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) | Date Exercisable Expiration Date | Title | |
| Nonqualified Stock Options | \$ 14.65 | 03/27/2014 | 03/27/2014 | M | 99 | ⁽²⁾ 12/04/2018 | Atwood Oceanics, Inc. Common Stock | 99 |
| Nonqualified Stock Options | \$ 14.65 | 03/28/2014 | 03/28/2014 | M | 1,000 | ⁽²⁾ 12/04/2018 | Atwood Oceanics, Inc. Common Stock | 1,000 |
| Nonqualified Stock Options | \$ 14.65 | 03/28/2014 | 03/28/2014 | M | 501 | ⁽²⁾ 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%)

(2) 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.

(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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