

Jimenez Luis
Form 4
February 06, 2013

FORM 4

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

OMB APPROVAL

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

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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)

15835 PARK TEN PLACE
DRIVE, P.O. BOX 218350 (77418)

(Street)

HOUSTON, TX 77084

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

ATWOOD OCEANICS INC [ATW]

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

02/06/2013

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, Human Resource

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	02/06/2013	02/06/2013	M	4,672	A \$ 44.75	21,891	D
Common Stock	02/06/2013	02/06/2013	S	4,672	D \$ 53	17,219	D
Common Stock	02/06/2013	02/06/2013	M	1,750	A \$ 14.65	18,969	D
Common Stock	02/06/2013	02/06/2013	S	1,750	D \$ 53	17,219	D
Common Stock	02/06/2013	02/06/2013	M	2,570	A \$ 35.69	19,789	D

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Common Stock	02/06/2013	02/06/2013	S	2,050	D	\$ 53	17,739	D
Common Stock	02/06/2013	02/06/2013	M	2,753	A	\$ 37.41	20,492	D
Common Stock	02/06/2013	02/06/2013	S	2,251	D	\$ 53	18,241	D
Common Stock	02/06/2013	02/06/2013	M	2,811	A	\$ 41.6	21,052	D
Common Stock	02/06/2013	02/06/2013	S	2,438	D	\$ 53	18,614 ⁽¹⁾	D

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)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Nonqualified Stock Options	\$ 44.75	02/06/2013	02/06/2013	M		4,672		<u>(2)</u>	12/06/2017	Atwood Oceanics, Inc. Common Stock	4,672
Nonqualified Stock Options	\$ 14.65	02/06/2013	02/06/2013	M		1,750		<u>(2)</u>	12/04/2018	Atwood Oceanics, Inc. Common Stock	1,750
Nonqualified Stock Options	\$ 35.69	02/06/2013	02/06/2013	M		2,570		<u>(2)</u>	12/03/2019	Atwood Oceanics, Inc. Common Stock	2,570

Nonqualified Stock Options	\$ 37.41	02/06/2013	02/06/2013	M	2,753	(2)	12/09/2020	Atwood Oceanics, Inc. Common Stock	2,753
Nonqualified Stock Options	\$ 41.6	02/06/2013	02/06/2013	M	2,811	(2)	12/09/2021	Atwood Oceanics, Inc. Common Stock	2,811

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Jimenez Luis 15835 PARK TEN PLACE DRIVE P.O. BOX 218350 (77418) HOUSTON, TX 77084			Vice President, Human Resource	

Signatures

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

02/06/2013

__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.

(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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