#### ATWOOD OCEANICS INC

Form 4

November 25, 2013

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

**OMB** Number:

3235-0287

Check this box

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**OMB APPROVAL** 

January 31, 2005

0.5

if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Estimated average burden hours per response...

Form 5 obligations may continue.

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 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to

Issuer

Smith Barry Michael

Symbol

ATWOOD OCEANICS INC [ATW]

(Check all applicable)

(Last)

(Middle) (First)

3. Date of Earliest Transaction

Director

10% Owner Other (specify

15835 PARK TEN PLACE DRIVE

(Street)

(Month/Day/Year) 11/21/2013

\_X\_\_ Officer (give title

below) Vice President - Technical Ser

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year) Applicable Line)

\_X\_ Form filed by One Reporting Person

Form filed by More than One Reporting

(T)

(Instr. 4)

Person

HOUSTON, TX 77084

(State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Owned

1. Title of Security (Instr. 3)

(City)

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

3. Code

4. Securities TransactionAcquired (A) or Disposed of (D)

Code V Amount (D) Price

(A)

5. Amount of Securities Beneficially

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial

Ownership (Instr. 4)

(Month/Day/Year)

(Instr. 3, 4 and 5) (Instr. 8)

Following Reported Transaction(s)

(Instr. 3 and 4)

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

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)

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

any

4. 5. Number Transaction of Derivative Expiration Date Securities Code

6. Date Exercisable and (Month/Day/Year)

7. Title and A Underlying S (Instr. 3 and

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(Month/Day/Year) (Instr. 8) Acquired

(A) or

Disposed of

				(D) (Instr. and 5)				
			Code V	V (A)	) (D)	Date Exercisable	Expiration Date	Title
Restricted Stock Units	<u>(1)</u>	11/21/2013	A	6,72	21	(2)	(2)	Atwood Oceanics, Inc. Common Stock
Performance-Based Restricted Stock Units	(3)	11/21/2013	A	6,85	2	03/15/2017	03/15/2017	Atwood Oceanics, Inc. Common Stock

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Smith Barry Michael

15835 PARK TEN PLACE DRIVE

Price of

Security

Derivative

HOUSTON, TX 77084

Vice President - Technical Ser

## **Signatures**

/s/ Barry Smith, Walter A. Baker By Power of Attorney

11/23/2013

\*\*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) Each restricted stock unit represents the contingent right to receive one share of common stock upon vesting of the unit.
- (2) These shares of common stock were granted as a Restricted Stock Unit Award under the Atwood Oceanics, Inc. 2013 Long-Term Incentive Plan. One-hundred percent (100%) of the restricted stock unit award vests at the end of three (3) years.
- The performance-based restricted stock units vest after a three-year period in an amount ranging from 0-200% of the units awarded based upon company total shareholder return compared with the total shareholder return of a designated peer group over the vesting period. The units provide for payment of all earned shares in common stock following the end of the three-year period.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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