

ATWOOD OCEANICS INC  
 Form 5  
 November 06, 2013

**FORM 5**

**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).  
 Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person \*  
**Mey Mark-Anthony Lovell**  
 (Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol  
**ATWOOD OCEANICS INC [ATW]**

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)  
 \_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
 Sr. VP & CFO

**15835 PARK TEN PLACE DR.**  
 (Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
**09/30/2011**

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting (check applicable line)

**HOUSTON, TX 77084**

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock	12/21/2010	Â	D4 <sup>(1)</sup>	12,500 D	\$ 0 <sup>(1)</sup> 33,038	D	Â

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)**

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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 Underlying (Instr. 3)
Performance-Based Restricted Stock Units	Â	12/21/2010 <sup>(1)</sup>	Â	A4	12,500 Â	08/11/2014 08/11/2014	Atwood Oceanics Inc. Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Mey Mark-Anthony Lovell 15835 PARK TEN PLACE DR. HOUSTON, TX 77084	Â	Â	Â Sr. VP & CFO	Â

## Signatures

/s/ Mark Mey, Walter A. Baker By Power of Attorney  
Date: 11/05/2013

\*\*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).

The reported transactions involve the amendment on December 21, 2010 of a then outstanding restricted stock unit award, resulting in the (1) deemed cancellation of the then outstanding award and the grant of a replacement award, which amended award is reportable only in Table II. The original award was granted on August 11, 2010 and previously reported in Table I.

The amended award vests after a four-year period beginning on the original grant date in an amount ranging from 0-100% of the units (2) awarded based upon achieving a specified stock price performance ranking among the designated peer group over the vesting period. The amended award provides for payment of all earned shares in common stock following the end of the four-year period.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.