

DIAMOND OFFSHORE DRILLING INC  
 Form 4  
 December 27, 2007

**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 \*  
**TISCH JAMES S**

2. Issuer Name and Ticker or Trading Symbol  
**DIAMOND OFFSHORE DRILLING INC [DO]**

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

(Last) (First) (Middle)  
**667 MADISON AVE**  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**12/21/2007**

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**Chief Executive Officer**

**NEW YORK, NY 10021**  
 (City) (State) (Zip)

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

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 (D) Price		
Common Stock	12/21/2007		M		1,875 A \$ 92.67	1,875	D
Common Stock	12/21/2007		F		1,327 D \$ 130.885	548	D
Common Stock	12/21/2007		S		548 D \$ 138.2716	0	D
Common Stock	12/21/2007		M		1,875 A \$ 83.44	1,875	D
Common Stock	12/21/2007		F		1,195 D \$ 130.885	680	D

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Common Stock	12/21/2007	S	680	D	\$ 138.2716	0	D
Common Stock	12/21/2007	M	1,875	A	\$ 71.87	1,875	D
Common Stock	12/21/2007	F	1,029	D	\$ 130.885	846	D
Common Stock	12/21/2007	S	846	D	\$ 138.2716	0	D
Common Stock	12/21/2007	M	1,875	A	\$ 79.77	1,875	D
Common Stock	12/21/2007	F	1,142	D	\$ 130.885	733	D
Common Stock	12/21/2007	S	733	D	\$ 138.2716	0	D

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)	Amount or Number of Shares
Stock Appreciation Right	\$ 92.67	12/21/2007		M	1,875	04/27/2007 04/27/2016	Common Stock	1,875
Stock Appreciation Right	\$ 83.44	12/21/2007		M	1,875	04/27/2007 07/03/2016	Common Stock	1,875
Stock Appreciation Right	\$ 71.87	12/21/2007		M	1,875	04/27/2007 10/02/2016	Common Stock	1,875

Stock

Appreciation	\$ 79.77	12/21/2007	M	1,875	04/27/2007	12/31/2016	Common	1,875
Right							Stock	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TISCH JAMES S 667 MADISON AVE NEW YORK, NY 10021	X		Chief Executive Officer	

## Signatures

/s/ William C. Long Attorney-in-Fact for James S. Tisch	12/27/2007
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\_\_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) The stock appreciation rights vest in three annual installments beginning on April 27, 2008.

### Remarks:

Form 2 of 2 dated December 27, 2007.

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.