

DIAMOND OFFSHORE DRILLING INC  
 Form 4  
 October 27, 2009

**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 \*  
**GORDON BETH G**

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)  
 15415 KATY FREEWAY, SUITE 100  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 10/23/2009

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
 Controller

HOUSTON, TX 77094

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

(City) (State) (Zip)

**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 Price			
Common Stock	10/23/2009		M	225	A \$ 45.77	225	D	
Common Stock	10/23/2009		S	225	D \$ 106.0035	0	D	
Common Stock	10/23/2009		M	225	A \$ 53.6	225	D	
Common Stock	10/23/2009		S	225	D \$ 106.0035	0	D	
Common Stock	10/23/2009		M	225	A \$ 61.9	225	D	

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Common Stock	10/23/2009	S	225	D	\$ 106.0035	0	D
Common Stock	10/23/2009	M	225	A	\$ 69.38	225	D
Common Stock	10/23/2009	S	225	D	\$ 106.0035	0	D
Common Stock	10/23/2009	M	250	A	\$ 71.87	250	D
Common Stock	10/23/2009	F	169	D	\$ 105.895	81	D
Common Stock	10/23/2009	S	81	D	\$ 106.0035	0	D
Common Stock	10/23/2009	M	250	A	\$ 79.77	250	D
Common Stock	10/23/2009	F	188	D	\$ 105.895	62	D
Common Stock	10/23/2009	S	62	D	\$ 106.0035	0	D
Common Stock	10/23/2009	M	250	A	\$ 81.42	250	D
Common Stock	10/23/2009	F	192	D	\$ 105.895	58	D
Common Stock	10/23/2009	S	58	D	\$ 106.0035	0	D
Common Stock	10/23/2009	M	250	A	\$ 59.19	250	D
Common Stock	10/23/2009	F	139	D	\$ 105.895	111	D
Common Stock	10/23/2009	S	111	D	\$ 106.0035	0	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	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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
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Derivative Security			Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
			Code	V				
Stock Option (right to buy)	\$ 45.77	10/23/2009	M	225	04/19/2009 <sup>(1)</sup>	04/19/2015	Common Stock	225
Stock Option (right to buy)	\$ 53.6	10/23/2009	M	225	04/19/2009 <sup>(1)</sup>	07/01/2015	Common Stock	225
Stock Option (right to buy)	\$ 61.9	10/23/2009	M	225	04/19/2009 <sup>(1)</sup>	10/03/2015	Common Stock	225
Stock Option (right to buy)	\$ 69.38	10/23/2009	M	225	04/19/2009 <sup>(1)</sup>	12/31/2015	Common Stock	225
Stock Appreciation Right	\$ 71.87	10/23/2009	M	250	04/27/2009 <sup>(2)</sup>	10/02/2016	Common Stock	250
Stock Appreciation Right	\$ 79.77	10/23/2009	M	250	04/27/2009 <sup>(2)</sup>	12/31/2006	Common Stock	250
Stock Appreciation Right	\$ 81.42	10/23/2009	M	250	04/02/2009 <sup>(4)</sup>	04/02/2017	Common Stock	250
Stock Appreciation Right	\$ 59.19	10/23/2009	M	250	04/01/2009 <sup>(6)</sup>	12/31/2018	Common Stock	250

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GORDON BETH G 15415 KATY FREEWAY SUITE 100 HOUSTON, TX 77094			Controller	

## Signatures

/s/ William C. Long Attorney-in-Fact for Beth G. Gordon 10/27/2009

\*\*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 options vested on April 19, 2009.
- (2) The stock appreciation rights vested on April 27, 2009.
- (3) The stock appreciation rights vest on April 27, 2010.
- (4) The stock appreciation rights vested on April 2, 2009.
- (5) The stock appreciation rights vest in two annual installments beginning on April 2, 2010.
- (6) The stock appreciation rights vested on April 1, 2009.
- (7) The stock appreciation rights vest in three annual installments beginning on April 1, 2010.

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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