

Allen Stuart D
Form 4
October 10, 2017

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 *
Allen Stuart D

(Last) (First) (Middle)
15011 KATY FREEWAY SUITE
800
(Street)

HOUSTON, TX 77094

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

ATWOOD OCEANICS INC [ATW]

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

10/06/2017

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)

See Remarks

6. Individual or Joint/Group Filing(Check Applicable Line)

X 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) |
|------------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (D) | Price |
| Atwood Oceanics, Inc. Common Stock | 10/06/2017 | | D | | 5,964 | D | 0 |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title |
| Performance-Based Restricted Stock Units | (2) | 10/06/2017 | | D | 45,174 | (2) (2) | Atwood Oceanics, Inc. Common Stock |
| Restricted Stock Units | (3) | 10/06/2017 | | D | 76,702 | (3) (3) | Atwood Oceanics, Inc. Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------|-------|
| | Director | 10% Owner | Officer | Other |
| Allen Stuart D 15011 KATY FREEWAY SUITE 800 HOUSTON, TX 77094 | | | See Remarks | |

Signatures

/s/ Stuart D. Allen, Walter A. Baker By Power of Attorney
 10/06/2017
 **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) On May 29, 2017, the Issuer entered into an Agreement and Plan of Merger with Ensco PLC ("Parent") and Echo Merger Sub LLC (the "Merger Agreement"). Pursuant to the Merger Agreement, on October 6, 2017, these shares were cancelled and converted into the right to receive 9,542 class A ordinary shares of Parent and a cash payment for fractional shares pursuant to the Merger Agreement.
- (2) Pursuant to the Merger Agreement, these Performance-Based Restricted Stock Units were canceled and converted into the right to receive 113,539 class A ordinary shares of Parent and a cash payment for fractional shares pursuant to the Merger Agreement. The actual number of class A ordinary shares of Parent issued to the reporting person was reduced by an amount necessary to satisfy applicable tax withholding obligations.

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- (3) Pursuant to the Merger Agreement, these Restricted Stock Units were canceled and converted into the right to receive 122,723 class A ordinary shares of Parent and a cash payment for fractional shares pursuant to the Merger Agreement. The actual number of class A ordinary shares of Parent issued to the reporting person was reduced by an amount necessary to satisfy applicable tax withholding obligations.

Remarks:

Vice President, Human Resources

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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