

Smith Barry Michael  
 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 \*  
 Smith Barry Michael

(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  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Sr. VP - Technical Services

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Atwood Oceanics, Inc. Common Stock	10/06/2017		D		28,128	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 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	73,180	(2)	(2)	Atwood Oceanics, Inc. Common Stock
Restricted Stock Units	(3)	10/06/2017		D	118,636	(3)	(3)	Atwood Oceanics, Inc. Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Smith Barry Michael 15011 KATY FREEWAY SUITE 800 HOUSTON, TX 77094			Sr. VP - Technical Services	

## Signatures

/s/ Barry Smith, 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 45,004 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 181,859 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.
- (3) Pursuant to the Merger Agreement, these Restricted Stock Units were canceled and converted into the right to receive 189,817 class A ordinary shares of Parent and a cash payment for fractional shares pursuant to the Merger Agreement. The actual number of class A

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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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