

## ATWOOD OCEANICS INC

# Reported by **HELMERICH & PAYNE, INC.**

#### FORM 4

(Statement of Changes in Beneficial Ownership)

### Filed 05/28/13 for the Period Ending 05/23/13

Address 15011 KATY FREEWAY,

SUITE 800

HOUSTON, TX, 77094

Telephone 2817497800

CIK 0000008411

SIC Code 1381 - Drilling Oil and Gas Wells

Industry Oil & Gas Drilling

Sector Energy

Fiscal Year 09/30



[] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

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### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *					2.									5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
HELMERIC	CH & PA	YNE IN	<b>IC</b>		$\mathbf{A}'$	TW	OOD	OCEA	NIC	CS INC	C [ <b>AT</b>	$\mathbf{W}$ ]					
	(Last) (First) (Middle)				3.	3. Date of Earliest Transaction (MM/DD/YYYY)								Director X 10% Owner Officer (give title below) Other (specify below)			
1437 SOUTH BOULDER AVE., SUITE						5/23/2013											
	(Stre	eet)			4.	If An	nendme	ent, Date C	Origi	nal File	d (MM/D	D/YYY	Y) 6. Individual	or Joint/G	roup Filing	Check Appl	icable Line)
TULSA, OK	74119	ate) (Z	ip)										Form filed by X Form filed l			Person	
	3)			I - Nor	ı-Dei	rivati	ive Sec	urities Ac	quir	red, Dis	sposed o	f, or l	Beneficially Own	ed			
1.Title of Security (Instr. 3) 2. Trans. D				2A. Deer Execution Date, if a		ion (Instr. 8)		de 4. Securities Acquired or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securi Following Reported (Instr. 3 and 4)	ties Beneficially Owned Transaction(s)		6. Ownership Form: Direct (D)	7. Nature of Indirect Beneficial Ownership		
								Code	V	Amount	(A) or (D)	Price	:				(Instr. 4)
Common Stock 5/23/2013				13			s		2000000	D	\$53.43	6	6000000			See footnote.	
	Tab	le II - Dei	rivativo	e Securi	ties ]	Bene	ficially	Owned (	e.g.	, puts,	calls, w	arran	ts, options, conve	rtible sec	curities)		
1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative	3. Trans. Date		ion (In	Trans. str. 8)	Acquire Dispose						Securi Deriva	e and Amount of ties Underlying tive Security 3 and 4)		9. Number of derivative Securities Beneficially Owned	Security:	11. Nature of Indirect Beneficial Ownership (Instr. 4)
	Security				Code	V	(A)	(D)	Dat Exe	e rcisable	Expiration Date		Amount or Number of Shares		Following Reported Transaction(s) (Instr. 4)	Direct (D) or Indirect (I) (Instr. 4)	

#### **Explanation of Responses:**

(1) Helmerich & Payne International Drilling Co., a wholly owned subsidiary of Helmerich & Payne, Inc., directly owns the 6,000,000 shares of common stock. As such, Helmerich & Payne, Inc. is the indirect owner of said shares.

#### **Reporting Owners**

Donation Common Name / Addison	Relationships						
Reporting Owner Name / Address	Director 10% Owner Office			Other			
HELMERICH & PAYNE INC 1437 SOUTH BOULDER AVE., SUITE 1400 TULSA, OK 74119		X					
Helmerich & Payne International Drilling Co. 1437 SOUTH BOULDER AVE., SUITE 1400 TULSA, OK 74119		X					

#### **Signatures**

/s/ Steven R. Mackey, Executive Vice President	5/28/2013		
**Signature of Reporting Person	Date		
Steven R. Mackey, Executive Vice President	5/28/2013		
**Signature of Reporting Person	Date		

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.