

# ATWOOD OCEANICS INC

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

### FORM 4

(Statement of Changes in Beneficial Ownership)

## Filed 10/19/04 for the Period Ending 10/19/04

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. ]	2. Issuer Name and Ticker or Trading Symbol							5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
HELMERICH & PAYNE INC						ATWOOD OCEANICS INC [ ATW ]  3. Date of Earliest Transaction (MM/DD/YYYY)							Director <b>X</b> 10% Owner					
(Last)	ast) (First) (Middle)				J	5. Date of Darnest Hunsuction (MM/DD/1111)							Officer (give title below) Other (specify below)					
1437 SOUTI 1400	H BOUL	DER A	VE., 9	SUITE	;			10/	19/2	2004								
	(Str	eet)			4. ]	If An	nendme	ent, Date (	Orig	inal Fil	ed (MM/D	D/YY	YY)	6. Individual o	or Joint/G	roup Filing	(Check Appl	icable Line)
TULSA, OK 74119 (City) (State) (Zip)													Form filed by One Reporting Person  X Form filed by More than One Reporting Person					
	, , , , , , , , , , , , , , , , , , ,			e I - Noi	ı-Dei	rivati	ve Sec	urities A	cqui	red, Di	sposed o	of, or	Bei	neficially Owne	ed			
1. Title of Security (Instr. 3) 2. Trans. Da			1	2A. Deemed Execution Date, if any		3. Trans. Code (Instr. 8)		4. Securities Acqui Disposed of (D) (Instr. 3, 4 and 5)		red (A)	_	5. Amount of Securi Following Reported (Instr. 3 and 4)				Beneficial Ownership		
								Code	V	Amount	(A) or (D)	Pric	e				or Indirect (I) (Instr. 4)	(Instr. 4)
Common Stock 10/19/2004				04			s		1000000	D	\$45.83	325	2000000			I	See footnote.	
	Tab	ole II - De	rivativ	e Secur	ities l	Bene	ficially	Owned (	( e.g.	. , puts,	calls, w	arra	nts,	, options, conve	rtible sec	urities)		
1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative		Execu			Acq Disp		mber of ative Securities ired (A) or sed of (D) . 3, 4 and 5)		6. Date Exercisable and Expiration Date			rities vativ	s Underlying e Security		Securities Beneficially Owned	Security:	11. Nature of Indirect Beneficial Ownership (Instr. 4)
	Security				Code	V	(A)	(D)	Da Ex	te ercisable	Expiration Date	Title		nount or Number of ares		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 2,000,000 shares of common stock. As such, Helmerich & Payne, Inc. is the indirect owner of said shares.

#### **Reporting Owners**

Reporting Owner Name / Address	Relationships						
Reporting Owner Name / Address	Director 10% Owner Off		Officer	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, Vice President	10/19/2004		
**Signature of Reporting Person	Date		
Steve R. Mackey, Vice President	10/19/2004		
** 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.