

Polhamus Arthur McGinnis
 Form 4
 October 10, 2017

FORM 4

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

OMB APPROVAL

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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, 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 *
 Polhamus Arthur McGinnis

2. Issuer Name and Ticker or Trading Symbol

ATWOOD OCEANICS INC [ATW]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Sr. Vice President, Operations

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

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

10/06/2017

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

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(Street)
 HOUSTON, TX 77094

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

(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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Atwood Oceanics, Inc. Common Stock	10/06/2017		D		26,118	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	<u>(2)</u>	10/06/2017		D	75,102	<u>(2)</u>	<u>(2)</u>	Atwood Oceanics, Inc. Common Stock
Restricted Stock Units	<u>(3)</u>	10/06/2017		D	121,883	<u>(3)</u>	<u>(3)</u>	Atwood Oceanics, Inc. Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Polhamus Arthur McGinnis 15011 KATY FREEWAY SUITE 800 HOUSTON, TX 77094			Sr. Vice President, Operations	

Signatures

/s/ Arthur Polhamus, 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).

On May 29, 2017, the Issuer entered into an Agreement and Plan of Merger with Ensco PLC ("Parent") and Echo Merger Sub LLC (the (1) "Merger Agreement"). Pursuant to the Merger Agreement, on October 6, 2017, these shares were cancelled and converted into the right to receive 41,788 class A ordinary shares of Parent and a cash payment for fractional shares pursuant to the Merger Agreement.

Pursuant to the Merger Agreement, these Performance-Based Restricted Stock Units were canceled and converted into the right to receive (2) 186,635 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 195,012 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.