

Miller Jeffrey Allen
Form 4
October 10, 2017

FORM 4

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

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

OMB APPROVAL

OMB
Number: 3235-0287
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Miller Jeffrey Allen

(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)

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Atwood Oceanics, Inc. Common Stock	10/06/2017		D		10,506	D	0
					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 Securities (Instr. 3 and 4)	8. Deemed Exercise Date (Instr. 3 and 4)
Restricted Stock Units	(2)	10/06/2017		D	28,532	(2) (2)	Atwood Oceanics, Inc. Common Stock	28,532

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Miller Jeffrey Allen 15011 KATY FREEWAY SUITE 800 HOUSTON, TX 77094			X	

Signatures

/s/ Jeffrey A. Miller, 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 16,809 class A ordinary shares of Parent and a cash payment for fractional shares pursuant to the Merger Agreement.

(2) Pursuant to the Merger Agreement, on October 6, 2017, these Restricted Stock Units were canceled and converted into the right to receive 45,651 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.

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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