

DIAMOND OFFSHORE DRILLING INC

Form 4

May 11, 2006

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
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
EADS RODNEY W

2. Issuer Name **and** Ticker or Trading
Symbol
DIAMOND OFFSHORE
DRILLING INC [DO]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
15415 KATY FREEWAY, SUITE
100

3. Date of Earliest Transaction
(Month/Day/Year)
05/09/2006

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)
Senior Vice President

(Street)
HOUSTON, TX 77094

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	05/09/2006		M		594	A	\$ 29.33	594	D
Common Stock	05/09/2006		S		594	D	\$ 96.0012	0	D
Common Stock	05/09/2006		M		594	A	\$ 29.2	594	D
Common Stock	05/09/2006		S		594	D	\$ 96.0012	0	D
Common Stock	05/09/2006		M		594	A	\$ 19.88	594	D

Edgar Filing: DIAMOND OFFSHORE DRILLING INC - Form 4

Common Stock	05/09/2006	S	594	D	\$ 96.0012	0	D
Common Stock	05/09/2006	M	594	A	\$ 21.93	594	D
Common Stock	05/09/2006	S	594	D	\$ 96.0012	0	D
Common Stock	05/09/2006	M	500	A	\$ 45.77	500	D
Common Stock	05/09/2006	S	500	D	\$ 96.0012	0	D
Common Stock	05/09/2006	M	500	A	\$ 53.6	500	D
Common Stock	05/09/2006	S	500	D	\$ 96.0012	0	D
Common Stock	05/09/2006	M	500	A	\$ 61.9	500	D
Common Stock	05/09/2006	S	500	D	\$ 96.0012	0	D
Common Stock	05/09/2006	M	500	A	\$ 69.38	500	D
Common Stock	05/09/2006	S	500	D	\$ 96.0012	0	D
Common Stock	05/09/2006	M	500	A	\$ 19.78	500	D
Common Stock	05/09/2006	S	500	D	\$ 96.0012	0	D
Common Stock	05/09/2006	M	500	A	\$ 21.23	500	D
Common Stock	05/09/2006	S	500	D	\$ 96.0012	0	D
Common Stock	05/09/2006	M	500	A	\$ 19.08	500	D
Common Stock	05/09/2006	S	500	D	\$ 96.0012	0	D
Common Stock	05/09/2006	M	500	A	\$ 20.77	500	D
Common Stock	05/09/2006	S	500	D	\$ 96.0012	0	D

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

Persons who respond to the collection of information contained in this form are not

SEC 1474
(9-02)

required to respond unless the form displays a currently valid OMB control number.

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. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title		
Stock Option (right to buy)	\$ 29.33	05/09/2006		M	594	04/15/2003 ⁽¹⁾	04/15/2012	Common Stock		594
Stock Option (right to buy)	\$ 29.2	05/09/2006		M	594	04/15/2003 ⁽¹⁾	07/01/2012	Common Stock		594
Stock Option (right to buy)	\$ 19.88	05/09/2006		M	594	04/15/2003 ⁽¹⁾	10/01/2012	Common Stock		594
Stock Option (right to buy)	\$ 21.93	05/09/2006		M	594	04/15/2003 ⁽¹⁾	12/31/2012	Common Stock		594
Stock Option (right to buy)	\$ 45.77	05/09/2006		M	500	04/19/2006 ⁽²⁾	04/19/2015	Common Stock		500
Stock Option (right to buy)	\$ 53.6	05/09/2006		M	500	04/19/2006 ⁽²⁾	07/01/2015	Common Stock		500
Stock Option (right to buy)	\$ 61.9	05/09/2006		M	500	04/19/2006 ⁽²⁾	10/03/2015	Common Stock		500

Stock Option (right to buy)	\$ 69.38	05/09/2006	M	500	04/19/2006 ⁽²⁾	12/31/2015	Common Stock	500
Stock Option (right to buy)	\$ 19.78	05/09/2006	M	500	04/22/2004 ⁽⁴⁾	04/22/2013	Common Stock	500
Stock Option (right to buy)	\$ 21.23	05/09/2006	M	500	04/22/2004 ⁽⁴⁾	07/01/2013	Common Stock	500
Stock Option (right to buy)	\$ 19.08	05/09/2006	M	500	04/22/2004 ⁽⁴⁾	10/01/2013	Common Stock	500
Stock Option (right to buy)	\$ 20.77	05/09/2006	M	500	04/22/2004 ⁽⁴⁾	12/31/2013	Common Stock	500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
EADS RODNEY W 15415 KATY FREEWAY SUITE 100 HOUSTON, TX 77094			Senior Vice President	

Signatures

/s/ William C. Long Attorney-in-Fact for Rodney W.
Eads 05/11/2006

__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) The options vested in four equal annual installments on April 15, 2003, 2004, 2005 and 2006.
- (2) The options vested on April 19, 2006.
- (3) The options vest in three equal annual installments beginning on April 19, 2007.
- (4) The options vested in three equal annual installments on April 22, 2004, April 22, 2005 and April 22, 2006.
- (5) The options vest on April 22, 2007.

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

Edgar Filing: DIAMOND OFFSHORE DRILLING INC - Form 4

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.