

DIAMOND OFFSHORE DRILLING INC
 Form 4
 May 21, 2008

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
GORDON BETH G

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
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 05/19/2008

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

HOUSTON, TX 77094

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Price | | | |
| Common Stock | 05/19/2008 | | M | 250 | A \$ 92.67 | 250 | D | |
| Common Stock | 05/19/2008 | | F | 166 | D \$ 139.325 | 84 | D | |
| Common Stock | 05/19/2008 | | S | 84 | D \$ 143.3314 | 0 | D | |
| Common Stock | 05/19/2008 | | M | 250 | A \$ 83.44 | 250 | D | |
| Common Stock | 05/19/2008 | | F | 149 | D \$ 139.325 | 101 | D | |

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| | | | | | | | |
|--------------|------------|---|-----|---|-------------|-----|---|
| Common Stock | 05/19/2008 | S | 101 | D | \$ 143.3314 | 0 | D |
| Common Stock | 05/19/2008 | M | 250 | A | \$ 71.87 | 250 | D |
| Common Stock | 05/19/2008 | F | 128 | D | \$ 139.325 | 122 | D |
| Common Stock | 05/19/2008 | S | 122 | D | \$ 143.3314 | 0 | D |
| Common Stock | 05/19/2008 | M | 250 | A | \$ 79.77 | 250 | D |
| Common Stock | 05/19/2008 | F | 143 | D | \$ 139.325 | 107 | D |
| Common Stock | 05/19/2008 | S | 107 | D | \$ 143.3314 | 0 | D |
| Common Stock | 05/19/2008 | M | 250 | A | \$ 81.42 | 250 | D |
| Common Stock | 05/19/2008 | F | 146 | D | \$ 139.325 | 104 | D |
| Common Stock | 05/19/2008 | S | 104 | D | \$ 143.3314 | 0 | D |
| Common Stock | 05/19/2008 | M | 250 | A | \$ 101.97 | 250 | D |
| Common Stock | 05/19/2008 | F | 182 | D | \$ 139.325 | 68 | D |
| Common Stock | 05/19/2008 | S | 68 | D | \$ 143.3314 | 0 | D |
| Common Stock | 05/19/2008 | M | 250 | A | \$ 114.21 | 250 | D |
| Common Stock | 05/19/2008 | F | 204 | D | \$ 139.325 | 46 | D |
| Common Stock | 05/19/2008 | S | 46 | D | \$ 143.3314 | 0 | D |

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

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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| 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 Security (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Appreciation Right | \$ 92.67 | 05/19/2008 | | M | 250 | 04/27/2008 ⁽¹⁾ | 04/27/2016 | Common Stock | 250 |
| Stock Appreciation Right | \$ 83.44 | 05/19/2008 | | M | 250 | 04/27/2008 ⁽¹⁾ | 07/03/2016 | Common Stock | 250 |
| Stock Appreciation Right | \$ 71.87 | 05/19/2008 | | M | 250 | 04/27/2008 ⁽¹⁾ | 10/02/2016 | Common Stock | 250 |
| Stock Appreciation Right | \$ 79.77 | 05/19/2008 | | M | 250 | 04/27/2008 ⁽¹⁾ | 12/31/2016 | Common Stock | 250 |
| Stock Appreciation Right | \$ 81.42 | 05/19/2008 | | M | 250 | 04/02/2008 ⁽³⁾ | 04/02/2017 | Common Stock | 250 |
| Stock Appreciation Right | \$ 101.97 | 05/19/2008 | | M | 250 | 04/02/2008 ⁽³⁾ | 07/02/2017 | Common Stock | 250 |
| Stock Appreciation Right | \$ 114.21 | 05/19/2008 | | M | 250 | 04/02/2008 ⁽³⁾ | 10/01/2017 | Common Stock | 250 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------|-------|
| | Director | 10% Owner | Officer | Other |
| GORDON BETH G 15415 KATY FREEWAY SUITE 100 HOUSTON, TX 77094 | | | Controller | |

Signatures

/s/ William C. Long Attorney-in-Fact for Beth G.
Gordon

05/21/2008

__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 stock appreciation rights vested on April 27, 2008.
 - (2) The stock appreciation rights vest in two annual installments beginning on April 27, 2009.
 - (3) The stock appreciation rights vested on April 2, 2008.
 - (4) The stock appreciation rights vest in three annual installments beginning on April 2, 2009.

Remarks:

Form 2 of 2 dated May 21, 2008.

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.