

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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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 *
 Dew Lyndol L

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)

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

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

15415 KATY FREEWAY, SUITE 100

05/19/2008

Senior Vice President

(Street)

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

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

HOUSTON, TX 77094

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	313	A \$ 92.67	313	D	
Common Stock	05/19/2008		F	208	D \$ 139.325	105	D	
Common Stock	05/19/2008		S	105	D \$ 143.5586	0	D	
Common Stock	05/19/2008		M	313	A \$ 83.44	313	D	
Common Stock	05/19/2008		F	187	D \$ 139.325	126	D	

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Common Stock	05/19/2008	S	126	D	\$ 143.5586	0	D
Common Stock	05/19/2008	M	313	A	\$ 71.87	313	D
Common Stock	05/19/2008	F	161	D	\$ 139.325	152	D
Common Stock	05/19/2008	S	152	D	\$ 143.5586	0	D
Common Stock	05/19/2008	M	313	A	\$ 79.77	313	D
Common Stock	05/19/2008	F	179	D	\$ 139.325	134	D
Common Stock	05/19/2008	S	134	D	\$ 143.5586	0	D
Common Stock	05/19/2008	M	500	A	\$ 81.42	500	D
Common Stock	05/19/2008	F	292	D	\$ 139.325	208	D
Common Stock	05/19/2008	S	208	D	\$ 143.5586	0	D
Common Stock	05/19/2008	M	500	A	\$ 101.97	500	D
Common Stock	05/19/2008	F	365	D	\$ 139.325	135	D
Common Stock	05/19/2008	S	135	D	\$ 143.5586	0	D
Common Stock	05/19/2008	M	500	A	\$ 114.21	500	D
Common Stock	05/19/2008	F	409	D	\$ 139.325	91	D
Common Stock	05/19/2008	S	91	D	\$ 143.5586	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	313	04/27/2008 ⁽¹⁾	04/27/2016	Common Stock	313
Stock Appreciation Right	\$ 83.44	05/19/2008		M	313	04/27/2008 ⁽¹⁾	07/03/2016	Common Stock	313
Stock Appreciation Right	\$ 71.87	05/19/2008		M	313	04/27/2008 ⁽¹⁾	10/02/2016	Common Stock	313
Stock Appreciation Right	\$ 79.77	05/19/2008		M	313	04/27/2008 ⁽¹⁾	12/31/2016	Common Stock	313
Stock Appreciation Right	\$ 81.42	05/19/2008		M	500	04/02/2008 ⁽³⁾	04/02/2017	Common Stock	500
Stock Appreciation Right	\$ 101.97	05/19/2008		M	500	04/02/2008 ⁽³⁾	07/02/2017	Common Stock	500
Stock Appreciation Right	\$ 114.21	05/19/2008		M	500	04/02/2008 ⁽³⁾	10/01/2017	Common Stock	500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Dew Lyndol L 15415 KATY FREEWAY SUITE 100 HOUSTON, TX 77094			Senior Vice President	

Signatures

/s/ William C. Long Attorney-in-Fact for Lyndol L.
Dew

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.