

TODCO
Form 4
July 11, 2005

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 *
RASK JAN A

(Last) (First) (Middle)

2000 W. SAM HOUSTON PKWY
S., SUITE 800

(Street)

HOUSTON, TX 77042-3615

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
TODCO [THE]

3. Date of Earliest Transaction
(Month/Day/Year)
07/08/2005

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)

President and CEO

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Class A Common Stock | 07/08/2005 | | S ⁽¹⁾ | 1,700 D | \$ 28.76 | 172,496 | D |
| Class A Common Stock | 07/08/2005 | | S ⁽¹⁾ | 1,400 D | \$ 28.75 | 171,096 | D |
| Class A Common Stock | 07/08/2005 | | S ⁽¹⁾ | 1,200 D | \$ 28.74 | 169,896 | D |
| Class A Common | 07/08/2005 | | S ⁽¹⁾ | 1,300 D | \$ 28.73 | 168,596 | D |

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| | | | | | | | |
|----------------------------|------------|------------------------|-------|---|-------------|---------|---|
| Stock | | | | | | | |
| Class A Common Stock | 07/08/2005 | <u>S⁽¹⁾</u> | 900 | D | \$ 28.72 | 167,696 | D |
| Class A Common Stock | 07/08/2005 | <u>S⁽¹⁾</u> | 400 | D | \$ 28.7 | 167,296 | D |
| Class A Common Stock | 07/08/2005 | <u>S⁽¹⁾</u> | 1,400 | D | \$ 28.69 | 165,896 | D |
| Class A Common Stock | 07/08/2005 | <u>S⁽¹⁾</u> | 1,600 | D | \$ 28.68 | 164,296 | D |
| Class A Common Stock | 07/08/2005 | <u>S⁽¹⁾</u> | 1,700 | D | \$ 28.67 | 162,596 | D |
| Class A Common Stock | 07/08/2005 | <u>S⁽¹⁾</u> | 1,400 | D | \$ 28.66 | 161,196 | D |
| Class A Common Stock | 07/08/2005 | <u>S⁽¹⁾</u> | 500 | D | \$ 28.65 | 160,696 | D |
| Class A Common Stock | 07/08/2005 | <u>S⁽¹⁾</u> | 600 | D | \$ 28.64 | 160,096 | D |
| Class A Common Stock | 07/08/2005 | <u>S⁽¹⁾</u> | 400 | D | \$ 28.63 | 159,696 | D |
| Class A Common Stock | 07/08/2005 | <u>S⁽¹⁾</u> | 600 | D | \$ 28.61 | 159,096 | D |
| Class A Common Stock | 07/08/2005 | <u>S⁽¹⁾</u> | 500 | D | \$ 28.57 | 158,596 | D |
| Class A Common Stock | 07/08/2005 | <u>S⁽¹⁾</u> | 500 | D | \$ 28.55 | 158,096 | D |
| Class A Common Stock | 07/08/2005 | <u>S⁽¹⁾</u> | 1,500 | D | \$ 28.54 | 156,596 | 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**

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(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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Employee Stock Option (right to buy) | \$ 12 | 07/08/2005 | | M | 50,000 | 02/10/2004 02/09/2014 | Class A Common Stock 50,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| RASK JAN A 2000 W. SAM HOUSTON PKWY S., SUITE 800 HOUSTON, TX 77042-3615 | X | | President and CEO | |

Signatures

Jan Rask by Randall A. Stafford, Attorney in Fact
Date: 07/08/2005

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 sale reported in the Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on March 16, 2005

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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