

GORDON BETH G
Form 4
January 04, 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 *
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)
12/31/2004

___ 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 Ownership (Instr. 4)
				Code	V	Amount			
Common Stock	12/31/2004		M			525	\$ 33.51	525	D
Common Stock	12/31/2004		S			525	\$ 40	0	D
Common Stock	12/31/2004		M			525	\$ 24.6	525	D
Common Stock	12/31/2004		S			525	\$ 40	0	D
Common Stock	12/31/2004		M			525	\$ 30.53	525	D

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Common Stock	12/31/2004	S	525	D	\$ 40	0	D
Common Stock	12/31/2004	M	375	A	\$ 29.33	375	D
Common Stock	12/31/2004	S	375	D	\$ 40	0	D
Common Stock	12/31/2004	M	375	A	\$ 29.2	375	D
Common Stock	12/31/2004	S	375	D	\$ 40	0	D
Common Stock	12/31/2004	M	375	A	\$ 19.88	375	D
Common Stock	12/31/2004	S	375	D	\$ 40	0	D
Common Stock	12/31/2004	M	375	A	\$ 21.93	375	D
Common Stock	12/31/2004	S	375	D	\$ 40	0	D
Common Stock	12/31/2004	M	187	A	\$ 19.78	187	D
Common Stock	12/31/2004	S	187	D	\$ 40	0	D
Common Stock	12/31/2004	M	187	A	\$ 21.23	187	D
Common Stock	12/31/2004	S	187	D	\$ 40	0	D
Common Stock	12/31/2004	M	187	A	\$ 19.08	187	D
Common Stock	12/31/2004	S	187	D	\$ 40	0	D
Common Stock	12/31/2004	M	187	A	\$ 20.77	187	D
Common Stock	12/31/2004	S	187	D	\$ 40	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 required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(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 Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 39.98	12/31/2004		A		750		05/18/2005 ⁽¹⁾	12/31/2014	Common Stock	750
Stock Option (right to buy)	\$ 33.51	12/31/2004		M		525		04/12/2002 ⁽²⁾	07/02/2011	Common Stock	525
Stock Option (right to buy)	\$ 24.6	12/31/2004		M		525		04/12/2002 ⁽²⁾	10/01/2011	Common Stock	525
Stock Option (right to buy)	\$ 30.53	12/31/2004		M		525		04/12/2002 ⁽²⁾	01/02/2012	Common Stock	525
Stock Option (right to buy)	\$ 29.33	12/31/2004		M		375		04/15/2003 ⁽³⁾	04/15/2012	Common Stock	375
Stock Option (right to buy)	\$ 29.2	12/31/2004		M		375		04/15/2003 ⁽³⁾	07/01/2012	Common Stock	375
Stock Option (right to buy)	\$ 19.88	12/31/2004		M		375		04/15/2003 ⁽³⁾	10/01/2012	Common Stock	375
Stock Option (right to buy)	\$ 21.93	12/31/2004		M		375		04/15/2003 ⁽³⁾	12/31/2012	Common Stock	375
	\$ 19.78	12/31/2004		M		187		04/22/2004	04/22/2013		187

Stock Option (right to buy)								Common Stock	
Stock Option (right to buy)	\$ 21.23	12/31/2004	M	187	04/22/2004	07/01/2013		Common Stock	187
Stock Option (right to buy)	\$ 19.08	12/31/2004	M	187	04/22/2004	10/01/2013		Common Stock	187
Stock Option (right to buy)	\$ 20.77	12/31/2004	M	187	04/22/2004	12/31/2013		Common Stock	187

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
 01/04/2005
**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 options vest in four equal annual installments beginning on May 18, 2005.
- (2) The options vested in three equal annual installments on April 12, 2002, 2003 and 2004.
- (3) The options vested in two equal annual installments on April 15, 2003 and 2004.

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.