

Dew Lyndol L
 Form 4
 October 28, 2009

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)
 10/26/2009

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

15415 KATY FREEWAY, SUITE 100

(Street)

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

HOUSTON, TX 77094

(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	10/26/2009		M		312 A \$ 83.44	312	D	
Common Stock	10/26/2009		F		244 D \$ 106.57	68	D	
Common Stock	10/26/2009		S		68 D \$ 106.7458	0	D	
Common Stock	10/26/2009		M		312 A \$ 71.87	312	D	
Common Stock	10/26/2009		F		210 D \$ 106.57	102	D	

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Common Stock	10/26/2009	S	102	D	\$ 106.7458	0	D
Common Stock	10/26/2009	M	312	A	\$ 79.77	312	D
Common Stock	10/26/2009	F	233	D	\$ 106.57	79	D
Common Stock	10/26/2009	S	79	D	\$ 106.7458	0	D
Common Stock	10/26/2009	M	500	A	\$ 81.42	500	D
Common Stock	10/26/2009	F	382	D	\$ 106.57	118	D
Common Stock	10/26/2009	S	118	D	\$ 106.7458	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)

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 Appreciation Right	\$ 83.44	10/26/2009		M	312	04/27/2009	07/03/2016	Common Stock	312
Stock Appreciation Right	\$ 71.87	10/26/2009		M	312	04/27/2009	10/02/2016	Common Stock	312
Stock Appreciation Right	\$ 79.77	10/26/2009		M	312	04/27/2009	12/31/2016	Common Stock	312

