

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 \*  
 Baudoin Mark F

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 or Price		
Common Stock	05/19/2008		M		625 A \$ 92.67	625	D
Common Stock	05/19/2008		F		415 D \$ 139.325	210	D
Common Stock	05/19/2008		S		210 D \$ 140.4237	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	\$ 140.4237	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	\$ 140.4237	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	\$ 140.4237	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	\$ 140.4237	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	\$ 140.4237	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	\$ 140.4237	0	D	
Common Stock						198.8521	I	By 401(k) Plan <sup>(1)</sup>

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

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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 Security (Instr. 3 and 4)	Amount or Number of Shares
Stock Appreciation Right	\$ 92.67	05/19/2008		M	625	04/27/2008 <sup>(2)</sup> 04/27/2016	Common Stock	625
Stock Appreciation Right	\$ 83.44	05/19/2008		M	313	04/27/2008 <sup>(4)</sup> 07/03/2016	Common Stock	313
Stock Appreciation Right	\$ 71.87	05/19/2008		M	313	04/27/2008 <sup>(4)</sup> 10/02/2016	Common Stock	313
Stock Appreciation Right	\$ 79.77	05/19/2008		M	313	04/27/2008 <sup>(4)</sup> 12/31/2016	Common Stock	313
Stock Appreciation Right	\$ 81.42	05/19/2008		M	500	04/02/2008 <sup>(5)</sup> 04/02/2017	Common Stock	500
Stock Appreciation Right	\$ 101.97	05/19/2008		M	500	04/02/2008 <sup>(5)</sup> 07/02/2017	Common Stock	500
Stock Appreciation Right	\$ 114.21	05/19/2008		M	500	04/02/2008 <sup>(5)</sup> 10/01/2017	Common Stock	500

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Baudoin Mark F 15415 KATY FREEWAY SUITE 100 HOUSTON, TX 77094			Senior Vice President	

## Signatures

/s/ William C. Long Attorney-in-Fact for Mark F.  
Baudoin

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) Based on a plan statement as of May 19, 2008.
  - (2) The stock appreciation rights vested in two annual installments on April 27, 2007 and April 27, 2008.
  - (3) The stock appreciation rights vest in two annual installments beginning on April 27, 2009.
  - (4) The stock appreciation rights vested on April 27, 2008.
  - (5) The stock appreciation rights vested on April 2, 2008.
  - (6) 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.  
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