

DIAMOND OFFSHORE DRILLING INC
 Form 4
 December 27, 2007

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 *
TISCH JAMES S

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)
667 MADISON AVE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/21/2007

Director 10% Owner
 Officer (give title below) Other (specify below)
Chief Executive Officer

NEW YORK, NY 10021
 (City) (State) (Zip)

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

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 (D) or Price | | |
| Common Stock | 12/21/2007 | | M | | 1,875 A \$ 92.67 | 1,875 | D |
| Common Stock | 12/21/2007 | | F | | 1,327 D \$ 130.885 | 548 | D |
| Common Stock | 12/21/2007 | | S | | 548 D \$ 138.2716 | 0 | D |
| Common Stock | 12/21/2007 | | M | | 1,875 A \$ 83.44 | 1,875 | D |
| Common Stock | 12/21/2007 | | F | | 1,195 D \$ 130.885 | 680 | D |

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| | | | | | | | |
|--------------|------------|---|-------|---|-------------|-------|---|
| Common Stock | 12/21/2007 | S | 680 | D | \$ 138.2716 | 0 | D |
| Common Stock | 12/21/2007 | M | 1,875 | A | \$ 71.87 | 1,875 | D |
| Common Stock | 12/21/2007 | F | 1,029 | D | \$ 130.885 | 846 | D |
| Common Stock | 12/21/2007 | S | 846 | D | \$ 138.2716 | 0 | D |
| Common Stock | 12/21/2007 | M | 1,875 | A | \$ 79.77 | 1,875 | D |
| Common Stock | 12/21/2007 | F | 1,142 | D | \$ 130.885 | 733 | D |
| Common Stock | 12/21/2007 | S | 733 | D | \$ 138.2716 | 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.

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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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Stock Appreciation Right | \$ 92.67 | 12/21/2007 | | M | 1,875 | 04/27/2007 04/27/2016 | Common Stock | 1,875 |
| Stock Appreciation Right | \$ 83.44 | 12/21/2007 | | M | 1,875 | 04/27/2007 07/03/2016 | Common Stock | 1,875 |
| Stock Appreciation Right | \$ 71.87 | 12/21/2007 | | M | 1,875 | 04/27/2007 10/02/2016 | Common Stock | 1,875 |

| | | | | | | | | | | |
|--------------|----------|------------|--|---|-------|------------|------------|--------|------|--|
| Stock | | | | | | | | | | |
| Appreciation | \$ 79.77 | 12/21/2007 | | M | 1,875 | 04/27/2007 | 12/31/2016 | Common | 1,87 | |
| Right | | | | | | | | Stock | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| TISCH JAMES S 667 MADISON AVE NEW YORK, NY 10021 | X | | Chief Executive Officer | |

Signatures

| | |
|---|------------|
| /s/ William C. Long Attorney-in-Fact for James S. Tisch | 12/27/2007 |
|---|------------|

 **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 vest in three annual installments beginning on April 27, 2008.

Remarks:

Form 2 of 2 dated December 27, 2007.

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.