

GORDON BETH G
 Form 4
 April 03, 2018

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)
 04/01/2018

___ 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)	
				(A) or (D)	Price			
Common Stock	04/01/2018		M	1,108	A	11	2,961	D
Common Stock	04/01/2018		F	268	D	\$ 14.66	2,693	D
Common Stock	04/01/2018		M	1,336	A	11	4,029	D
Common Stock	04/01/2018		F	326	D	\$ 14.66	3,703	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)	8. Amount or Number of Shares
Restricted Stock Units	(1)	04/01/2018		M	1,108	(2) (2)	Common Stock	1,108
Restricted Stock Units	(1)	04/01/2018		M	1,336	(3) (3)	Common Stock	1,336
Restricted Stock Units	(4)	04/01/2018		A	1,317	(5) (5)	Common Stock	1,317

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/ Terence W. Waldorf Attorney-in-Fact for Beth G.
Gordon

04/03/2018

**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) Restricted stock units convert into common stock on a one-for-one basis.

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- (2) The restricted stock units that were awarded on April 1, 2015 vest in two equal installments on April 1, 2017 and April 1, 2018. One share of common stock will be delivered with respect to each vested restricted stock unit within 30 days after the applicable vesting date.
- (3) The restricted stock units that were awarded on April 1, 2016 vest in two equal installments on April 1, 2018 and April 1, 2019. One share of common stock will be delivered with respect to each vested restricted stock unit within 30 days after the applicable vesting date.
- (4) Each restricted stock unit represents a contingent right to receive one share of common stock.
- (5) The restricted stock units vest in two equal installments on April 1, 2020 and April 1, 2021. One share of common stock will be delivered with respect to each vested restricted stock unit within 30 days after the applicable vesting date.

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.