

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

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount 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.

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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 Stock 1,875
 Right

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.
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