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ATWOOD OCEANICS INC  
Form 8-K  
June 12, 2007

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

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FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15 (d)  
OF THE SECURITIES EXCHANGE ACT OF 1934

DATE OF EARLIEST EVENT REPORTED: June 7, 2007

ATWOOD OCEANICS, INC.  
(Exact name of registrant as specified in its charter)

Texas  
(State or other jurisdiction of incorporation)

COMMISSION FILE NUMBER 1-13167

Internal Revenue Service - Employer Identification No. 74-1611874

15835 Park Ten Place Drive, Houston, Texas, 77084  
(281) 749-7800

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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ITEM 5.03 AMENDMENTS TO ARTICLES OF INCORPORATION OR BYLAWS; CHANGE IN FISCAL YEAR

In order to comply with a requirement of The New York Stock Exchange, on June 7, 2007 the Board of Directors of Atwood Oceanics, Inc. (the "Company") adopted Amendment No. 1 to the Second Amended and Restated By-Laws of the Company to clarify the ability of the Company to issue uncertificated securities through a direct registration system. Amendment No. 1 to the Second Amended and Restated By-Laws of the Company is effective as of June 7, 2007, and a copy is attached hereto as Exhibit 3.1.

ITEM 9.01 FINANCIAL STATEMENT AND EXHIBITS

(d) 3.1 Amendment No. 1 to Second Amended and Restated By-Laws

-2-

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

ATWOOD OCEANICS, INC.  
(Registrant)

/s/ James M. Holland  
James M. Holland  
Senior Vice President

DATE: June 12, 2007

-3-