TODCO Form 4 August 05, 2005

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

Number:

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if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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

1(b).

(Print or Type Responses)

| 1. Name and Address of Reporting Person * RASK JAN A | | | 2. Issuer Name and Ticker or Trading Symbol TODCO [THE] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | |
|--|----------|----------|--|--|--|--|
| (Last) (First) (| | (Middle) | 3. Date of Earliest Transaction | (Check all applicable) | | |
| 2000 W. SAM S., SUITE 800 | | I PKWY | (Month/Day/Year) 08/04/2005 | _X_ Director 10% Owner _X_ Officer (give title Other (specify below) President and CEO | | |
| | (Street) | | 4. If Amendment, Date Original | 6. Individual or Joint/Group Filing(Check | | |
| HOUSTON, TX 77042-3615 | | 15 | Filed(Month/Day/Year) | Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person | | |

| (City) | (State) | (Zip) Tabl | le I - Non-I | Derivative : | Securi | ities Acqu | ired, Disposed of | f, or Beneficial | ly Owned |
|--------------------------------------|---|---|-----------------|--|--------------------------------|-------------|--|--|---|
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | Code (Instr. 8) | 4. Securit or(A) or Dia (Instr. 3, 4 | sposed 4 and 5 (A) or | l of (D) | 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) |
| Class A Common Stock | 08/04/2005 | | Code V M | Amount 37,100 | (D) | Price \$ 12 | 152,303 | D | |
| Class A Common Stock | 08/04/2005 | | S <u>(1)</u> | 300 | D | \$ 33.14 | 152,003 | D | |
| Class A Common Stock | 08/04/2005 | | S(1) | 800 | D | \$ 33.1 | 151,203 | D | |
| Class A Common | 08/04/2005 | | S(1) | 800 | D | \$ 33.09 | 150,403 | D | |

| Stock | | | | | | | |
|----------------------------|------------|--------------|-------|---|-------------|---------|---|
| Class A Common Stock | 08/04/2005 | S <u>(1)</u> | 900 | D | \$ 33.08 | 149,503 | D |
| Class A Common Stock | 08/04/2005 | S <u>(1)</u> | 700 | D | \$ 33.06 | 148,803 | D |
| Class A Common Stock | 08/04/2005 | S <u>(1)</u> | 800 | D | \$ 33.05 | 148,003 | D |
| Class A Common Stock | 08/04/2005 | S <u>(1)</u> | 400 | D | \$ 33.04 | 147,603 | D |
| Class A Common Stock | 08/04/2005 | S <u>(1)</u> | 200 | D | \$ 33.02 | 147,403 | D |
| Class A Common Stock | 08/04/2005 | S <u>(1)</u> | 500 | D | \$ 33 | 146,903 | D |
| Class A Common Stock | 08/04/2005 | S <u>(1)</u> | 300 | D | \$ 32.99 | 146,603 | D |
| Class A Common Stock | 08/04/2005 | S <u>(1)</u> | 300 | D | \$ 32.85 | 146,303 | D |
| Class A Common Stock | 08/04/2005 | S <u>(1)</u> | 200 | D | \$ 32.84 | 146,103 | D |
| Class A Common Stock | 08/04/2005 | S <u>(1)</u> | 500 | D | \$ 32.74 | 145,603 | D |
| Class A Common Stock | 08/04/2005 | S <u>(1)</u> | 900 | D | \$ 32.73 | 144,703 | D |
| Class A Common Stock | 08/04/2005 | S <u>(1)</u> | 300 | D | \$ 32.71 | 144,403 | D |
| Class A Common Stock | 08/04/2005 | S <u>(1)</u> | 1,600 | D | \$ 32.7 | 142,803 | D |
| Class A Common Stock | 08/04/2005 | S <u>(1)</u> | 400 | D | \$ 32.69 | 142,403 | D |
| | | | | | | | |

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| Class A Common Stock | 08/04/2005 | S <u>(1)</u> | 200 | D | \$ 32.68 | 142,203 | D |
|----------------------------|------------|--------------|-------|---|-------------|---------|---|
| Class A Common Stock | 08/04/2005 | S <u>(1)</u> | 800 | D | \$ 32.65 | 141,403 | D |
| Class A Common Stock | 08/04/2005 | S <u>(1)</u> | 1,400 | D | \$ 32.59 | 140,003 | D |
| Class A Common Stock | 08/04/2005 | S <u>(1)</u> | 500 | D | \$ 32.58 | 139,503 | D |
| Class A Common Stock | 08/04/2005 | S(1) | 400 | D | \$ 32.56 | 139,103 | D |
| Class A Common Stock | 08/04/2005 | S <u>(1)</u> | 1,300 | D | \$ 32.54 | 137,803 | D |
| Class A Common Stock | 08/04/2005 | S <u>(1)</u> | 100 | D | \$ 32.52 | 137,703 | D |
| Class A Common Stock | 08/04/2005 | S <u>(1)</u> | 900 | D | \$ 32.5 | 136,803 | D |
| Class A Common Stock | 08/04/2005 | S <u>(1)</u> | 1,000 | D | \$ 32.49 | 135,803 | D |
| Class A Common Stock | 08/04/2005 | S <u>(1)</u> | 1,400 | D | \$ 32.4 | 134,403 | D |
| Class A Common Stock | 08/04/2005 | S <u>(1)</u> | 2,400 | D | \$ 32.37 | 132,003 | D |

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

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SEC 1474 (9-02)

 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

| 1. Title of | 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. Number of | 6. Date Exercisable and | 7. Title and Amount of |
|-------------|-------------|---------------------|--------------------|------------|--------------|-------------------------|------------------------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transactio | orDerivative | Expiration Date | Underlying Securities |
| Security | or Exercise | | any | Code | Securities | (Month/Day/Year) | (Instr. 3 and 4) |

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(Instr. 3) Price of Derivative Security

(Month/Day/Year) (Instr. 8) Acquired (A) or Disposed of

or Disposed of (D)

(D)

(Instr. 3, 4, and 5)

Code V (A)

Date Expiration Exercisable Date

ion Title

Amount

Number of Shares

Employee

Stock Option

\$ 12

08/04/2005

M

37,100 02/10/2004 02/10/2014 Common

Class A

Common 37,100

Stock

(right to buy)

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

RASK JAN A

 $2000~\mathrm{W}.$ SAM HOUSTON PKWY S., SUITE 800

X

President and CEO

HOUSTON, TX 77042-3615

Signatures

Jan Rask

08/05/2005

**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 sale reported in the Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on March 16, 2005 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.

Reporting Owners 4