TODCO Form 4 October 05, 2005

FORM 4

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

OMB APPROVAL OMB 3235-0287 Number:

January 31, Expires: 2005

Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * **RASK JAN A**

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Last)

(First) (Middle) TODCO [THE]

10% Owner

2000 W. SAM HOUSTON PKWY

(Street)

S., SUITE 800

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

10/03/2005

_X__ Director X_ Officer (give title _ Other (specify below)

(Check all applicable)

President and CEO

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

HOUSTON, TX 77042-3615

(City)	(State)	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. Securition(A) or Dis (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	10/03/2005		D(1)	Amount 100	(D)	Price \$ 42.22	130,103	D	
Class A Common Stock	10/03/2005		D <u>(1)</u>	900	D	\$ 42.21	129,203	D	
Class A Common Stock	10/03/2005		D <u>(1)</u>	100	D	\$ 42.2	129,103	D	
Class A Common	10/03/2005		D(1)	800	D	\$ 42.19	128,303	D	

Stock							
Class A Common Stock	10/03/2005	D <u>(1)</u>	200	D	\$ 42.18	128,103	D
Class A Common Stock	10/03/2005	D <u>(1)</u>	200	D	\$ 42.17	127,903	D
Class A Common Stock	10/03/2005	D <u>(1)</u>	800	D	\$ 42.16	127,103	D
Class A Common Stock	10/03/2005	D <u>(1)</u>	100	D	\$ 42.15	127,003	D
Class A Common Stock	10/03/2005	D <u>(1)</u>	700	D	\$ 42.14	126,303	D
Class A Common Stock	10/03/2005	D <u>(1)</u>	600	D	\$ 42.13	125,703	D
Class A Common Stock	10/03/2005	D <u>(1)</u>	1,200	D	\$ 42.12	124,503	D
Class A Common Stock	10/03/2005	D <u>(1)</u>	1,500	D	\$ 42.11	123,003	D
Class A Common Stock	10/03/2005	D <u>(1)</u>	400	D	\$ 42.1	122,603	D
Class A Common Stock	10/03/2005	D <u>(1)</u>	800	D	\$ 42.08	121,803	D
Class A Common Stock	10/03/2005	D <u>(1)</u>	500	D	\$ 42.07	121,303	D
Class A Common Stock	10/03/2005	D <u>(1)</u>	700	D	\$ 42.06	120,603	D
Class A Common Stock	10/03/2005	D <u>(1)</u>	1,100	D	\$ 42.05	119,503	D
Class A Common Stock	10/03/2005	D <u>(1)</u>	1,000	D	\$ 42.04	118,503	D

Class A Common Stock	10/03/2005	D <u>(1)</u>	200	D	\$ 42.03	118,303	D
Class A Common Stock	10/03/2005	D <u>(1)</u>	3,100	D	\$ 41.9	115,203	D
Class A Common Stock	10/04/2005	M	50,000	A	\$ 12	165,203	D
Class A Common Stock	10/04/2005	D <u>(1)</u>	3,100	D	\$ 43.95	162,103	D
Class A Common Stock	10/04/2005	D <u>(1)</u>	800	D	\$ 43.76	161,303	D
Class A Common Stock	10/04/2005	D <u>(1)</u>	200	D	\$ 43.68	161,103	D
Class A Common Stock	10/04/2005	D <u>(1)</u>	1,000	D	\$ 43.66	160,103	D
Class A Common Stock	10/04/2005	D <u>(1)</u>	2,400	D	\$ 43.6	157,703	D
Class A Common Stock	10/04/2005	D <u>(1)</u>	2,000	D	\$ 43.55	155,703	D
Class A Common Stock	10/04/2005	D <u>(1)</u>	200	D	\$ 43.47	155,503	D
Class A Common Stock	10/04/2005	D <u>(1)</u>	100	D	\$ 43.46	155,403	D

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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	Transacti	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

(D) (Instr. 3, 4, and 5)

Code V (A)

(D) Date Exercisable Expiration Title Date

or Number of Shares

50,000

Amount

Employee

Stock Option (right to

\$ 12 10/04/2005 D

50,000 02/10/2004 02/10/2014 Common

Class A

Stock

buy)

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

RASK JAN A

2000 W. SAM HOUSTON PKWY S., SUITE 800 HOUSTON, TX 77042-3615

X

President and CEO

Signatures

Jan Rask by Randall A. Stafford, Attorney in Fact

10/05/2005

**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 August 17, 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.

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