TODCO Form 4 August 03, 2005

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB Number:

Washington, D.C. 20549

3235-0287 January 31, Expires:

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

2005 Estimated average burden hours per

OMB APPROVAL

response...

Section 16. Form 4 or Form 5 obligations may continue. See Instruction

Check this box

if no longer

subject to

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

SECURITIES

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	()		
2000 W. SAM 3 S., SUITE 800	HOUSTON	PKWY	(Month/Day/Year) 08/01/2005	X Director 10% OwnerX Officer (give title Other (specify below) President and CEO		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
HOUSTON, TX	X 77042-361	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	Secur	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)	3. Transaction Code (Instr. 8)	4. Securit or(A) or Di (Instr. 3,	sposed	d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Class A Common Stock	08/01/2005		Code V M	Amount 48,100	, í	Price \$ 12	(Instr. 3 and 4) 163,303	D	
Class A Common Stock	08/01/2005		S(1)	200	D	\$ 31.52	163,103	D	
Class A Common Stock	08/01/2005		S <u>(1)</u>	500	D	\$ 31.51	162,603	D	
Class A Common	08/01/2005		S(1)	200	D	\$ 31.5	162,403	D	

Stock							
Class A Common Stock	08/01/2005	S <u>(1)</u>	500	D	\$ 31.49	161,903	D
Class A Common Stock	08/01/2005	S(1)	600	D	\$ 31.48	161,303	D
Class A Common Stock	08/01/2005	S(1)	400	D	\$ 31.47	160,903	D
Class A Common Stock	08/01/2005	S <u>(1)</u>	300	D	\$ 31.46	160,603	D
Class A Common Stock	08/01/2005	S <u>(1)</u>	200	D	\$ 31.45	160,403	D
Class A Common Stock	08/01/2005	S <u>(1)</u>	1,300	D	\$ 31.43	159,103	D
Class A Common Stock	08/01/2005	S <u>(1)</u>	900	D	\$ 31.42	158,203	D
Class A Common Stock	08/01/2005	S <u>(1)</u>	2,200	D	\$ 31.41	156,003	D
Class A Common Stock	08/01/2005	S <u>(1)</u>	1,900	D	\$ 31.4	154,103	D
Class A Common Stock	08/01/2005	S <u>(1)</u>	1,800	D	\$ 31.39	152,303	D
Class A Common Stock	08/01/2005	S <u>(1)</u>	1,100	D	\$ 31.38	151,203	D
Class A Common Stock	08/01/2005	S(1)	100	D	\$ 31.36	151,103	D
Class A Common Stock	08/01/2005	S(1)	1,100	D	\$ 31.35	150,003	D
Class A Common Stock	08/01/2005	S <u>(1)</u>	300	D	\$ 31.34	149,703	D

Class A Common Stock	08/01/2005	S <u>(1)</u>	500	D	\$ 31.33	149,203	D
Class A Common Stock	08/01/2005	S(1)	300	D	\$ 31.32	148,903	D
Class A Common Stock	08/01/2005	S <u>(1)</u>	900	D	\$ 31.3	148,003	D
Class A Common Stock	08/01/2005	S <u>(1)</u>	200	D	\$ 31.29	147,803	D
Class A Common Stock	08/01/2005	S(1)	100	D	\$ 31.28	147,703	D
Class A Common Stock	08/01/2005	S <u>(1)</u>	700	D	\$ 31.27	147,003	D
Class A Common Stock	08/01/2005	S <u>(1)</u>	1,700	D	\$ 31.26	145,303	D
Class A Common Stock	08/01/2005	S <u>(1)</u>	400	D	\$ 31.23	144,903	D
Class A Common Stock	08/01/2005	S <u>(1)</u>	400	D	\$ 31.21	144,503	D
Class A Common Stock	08/01/2005	S <u>(1)</u>	2,700	D	\$ 31.2	141,803	D
Class A Common Stock	08/01/2005	S <u>(1)</u>	1,200	D	\$ 31.19	140,603	D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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

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

Code V (A)

(D) Date Exercisable Expiration Date

Title

Amount or Number

of Shares

Employee

Stock Option (right to

\$12

08/01/2005

M

48,100 02/10/2004 02/10/2014 Common

Class A

48,100

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

X

President and CEO

HOUSTON, TX 77042-3615

Signatures

Jan Rask

08/03/2005

**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.

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