KELLEY MICHAEL L

Form 4

August 19, 2005

FORM 4

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
Estimated average

OMB APPROVAL

Form 4 or Form 5 obligations may continue.

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

burden hours per response...

0.5

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * KELLEY MICHAEL L	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 an applicable)		
	(Month/Day/Year)	Director 10% Owner		
2000 W. SAM HOUSTON PKW. S., SUITE 800	08/17/2005	X Officer (give title Other (specify below) Vice President		
(Street)	4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
HOUSTON, TX 77042-3615	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	Secui	rities Acq	uired, Disposed o	of, 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. Transactio Code (Instr. 8)	4. Securi on(A) or D (Instr. 3,	ispose	d 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	08/17/2005		Code V	Amount 400	(D)	Price \$ 30.37	2,300	D	
Class A common Stock	08/17/2005		S	500	D	\$ 30.39	1,800	D	
Class A common Stock	08/17/2005		S	200	D	\$ 30.42	1,600	D	
Class A common	08/17/2005		S	300	D	\$ 30.44	1,300	D	

Stock							
Class A common Stock	08/17/2005	S	200	D	\$ 30.5	1,100	D
Class A common Stock	08/17/2005	S	300	D	\$ 30.54	800	D
Class A common Stock	08/17/2005	S	200	D	\$ 30.59	600	D
Class A common Stock	08/17/2005	S	400	D	\$ 30.6	200	D
Class A common Stock	08/17/2005	S	200	D	\$ 30.69	0	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)

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

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transacti	5. orNumber	6. Date Exerc Expiration D		7. Title Amoun		8. Price of Derivative	9. Nu Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ying	Security	Secu
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	3 and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
								1	Amount		
						ъ.	Б	(or		
						Date	Expiration	Title 1	Number		
						Exercisable	Date	(of		
				Code V	(A) (D)			9	Shares		

Reporting Owners

Reporting Owner Name / Address					
	Director	10% Owner	Officer	Other	

Reporting Owners 2

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KELLEY MICHAEL L 2000 W. SAM HOUSTON PKW. S. SUITE 800

HOUSTON, TX 77042-3615

Vice President

Signatures

Michael L. 08/19/2005 Kelley

**Signature of Date
Reporting Person

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).

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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