TODCO Form 4 July 11, 2005

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

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

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

5. Relationship of Reporting Person(s) to

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

Issuer

(Last) (First) (Middle) 3. Date of Earliest Transaction

TODCO [THE]

(Month/Day/Year)

07/08/2005

_X__ Director 10% Owner X_ Officer (give title Other (specify

(Check all applicable)

2000 W. SAM HOUSTON PKWY

(Street)

S., SUITE 800

4. If Amendment, Date Original

President and CEO 6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line)

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

Person

below)

HOUSTON, TX 77042-3615

(City)	(State)	(Zip) Tabl	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)	Code (Instr. 8)	4. Securit or(A) or Di (Instr. 3,	sposed 4 and (A) or	l of (D) 5)	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	07/08/2005		Code V M	Amount 50,000	(D)	Price \$ 12	206,596	D	
Class A Common Stock	07/08/2005		S <u>(1)</u>	500	D	\$ 29.17	206,096	D	
Class A Common Stock	07/08/2005		S <u>(1)</u>	400	D	\$ 29.12	205,696	D	
Class A Common	07/08/2005		S(1)	500	D	\$ 29.11	205,196	D	

Stock							
Class A Common Stock	07/08/2005	S(1)	100	D	\$ 29.09	205,096	D
Class A Common Stock	07/08/2005	S(1)	1,000	D	\$ 29.07	204,096	D
Class A Common Stock	07/08/2005	S(1)	300	D	\$ 29.05	203,796	D
Class A Common Stock	07/08/2005	S(1)	800	D	\$ 29.03	202,996	D
Class A Common Stock	07/08/2005	S(1)	600	D	\$ 29.01	202,396	D
Class A Common Stock	07/08/2005	S <u>(1)</u>	300	D	\$ 29	202,096	D
Class A Common Stock	07/08/2005	S <u>(1)</u>	1,200	D	\$ 28.99	200,896	D
Class A Common Stock	07/08/2005	S(1)	1,800	D	\$ 28.98	199,096	D
Class A Common Stock	07/08/2005	S(1)	3,100	D	\$ 28.97	195,996	D
Class A Common Stock	07/08/2005	S(1)	2,200	D	\$ 28.95	191,896	D
Class A Common Stock	07/08/2005	S(1)	2,000	D	\$ 28.94	189,896	D
Class A Common Stock	07/08/2005	S <u>(1)</u>	800	D	\$ 28.93	189,096	D
Class A Common Stock	07/08/2005	S(1)	400	D	\$ 28.92	188,696	D
Class A Common Stock	07/08/2005	S(1)	100	D	\$ 28.89	188,596	D

Class A Common Stock	07/08/2005	S <u>(1)</u>	400	D	\$ 28.88	188,196	D
Class A Common Stock	07/08/2005	S <u>(1)</u>	300	D	\$ 28.87	187,896	D
Class A Common Stock	07/08/2005	S <u>(1)</u>	1,500	D	\$ 28.85	186,396	D
Class A Common Stock	07/08/2005	S <u>(1)</u>	500	D	\$ 28.84	185,896	D
Class A Common Stock	07/08/2005	S <u>(1)</u>	200	D	\$ 28.83	185,696	D
Class A Common Stock	07/08/2005	S <u>(1)</u>	4,100	D	\$ 28.82	181,596	D
Class A Common Stock	07/08/2005	S <u>(1)</u>	1,200	D	\$ 28.81	180,396	D
Class A Common Stock	07/08/2005	S <u>(1)</u>	1,200	D	\$ 28.8	179,196	D
Class A Common Stock	07/08/2005	S <u>(1)</u>	1,600	D	\$ 28.79	177,596	D
Class A Common Stock	07/08/2005	S <u>(1)</u>	1,700	D	\$ 28.78	175,896	D
Class A Common Stock	07/08/2005	S <u>(1)</u>	1,700	D	\$ 28.77	174,196	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 Title Date

Other

Amount

Number of Shares

Employee

Stock Option (right to

buy)

\$ 12 07/08/2005

M

50,000 02/10/2004 02/09/2014 Common

Class A

ommon 50,000

Stock

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer

RASK JAN A

2000 W. SAM HOUSTON PKWY S., SUITE 800

X

President and CEO

HOUSTON, TX 77042-3615

Signatures

Jan Rask by Randall A. Stafford, Attorney in Fact

07/08/2005

**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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