Smith Mark W. Form 4 December 20, 2012

FORM 4

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

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: 2005
Estimated average burden hours per response... 0.5

OMB APPROVAL

3235-0287

January 31,

Form 4 or Form 5 obligations may continue. See Instruction

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)

12/20/2012

Stock

1. Name and Address of Reporting Person * Smith Mark W.			suer Name and Ticker or Trading of OOD OCEANICS INC [ATW]	5. Relationship of Reporting Person(s) to Issuer				
(Loot)	(Finat)			(Check all applicable)				
(Last)	(First) (, 5.240	e of Earliest Transaction h/Day/Year)	Director 10% Owner				
15835 PARK TEN PLACE DRIVE			0/2012	X_ Officer (give title Other (specify below) VP, Corporate Services				
	(Street)	4. If A	mendment, Date Original	6. Individual or Joint/Group Filing(Check				
		Filed(1	Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
HOUSTON	N, TX 77084							
(City)	(State)	(Zip) T	able I - Non-Derivative Securities Ac	quired, Disposed of, or Beneficially Owned				
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, is any (Month/Day/Year	Code (Instr. 3, 4 and 5)	Securities Ownership Indirect Beneficially Form: Beneficial Owned Direct (D) Ownership Following or Indirect (Instr. 4) Reported (I) Transaction(s) (Instr. 4) (Instr. 3 and 4)				
Common Stock	12/20/2012	12/20/2012	S 100 D \$46.8	2 11,433 D				
Common	12/20/2012	12/20/2012	s 1241 D \$	10.102 D				

1,241

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

S

12/20/2012

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SEC 1474

(9-02)

10,192

46.8249

D

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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.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration	TC'41	or		
						Exercisable	Date	Title	Number		
				C 1 17	(A) (D)			of			
				Code V	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> 10% Owner Officer Other Director

Smith Mark W.

15835 PARK TEN PLACE DRIVE VP, Corporate Services

HOUSTON, TX 77084

Signatures

/s/ Mark Smith, Walter A. Baker By Power of 12/20/2012 Attorney

> **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).

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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