

TODCO  
Form 4  
July 11, 2005

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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

(Print or Type Responses)

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

(Last) (First) (Middle)

2000 W. SAM HOUSTON PKWY  
S., SUITE 800

(Street)

HOUSTON, TX 77042-3615

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**TODCO [THE]**

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

07/08/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

President and CEO

6. Individual or Joint/Group Filing(Check Applicable Line)

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

**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. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 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)	
			Code	V	Amount or Price			
Class A Common Stock	07/08/2005		M		50,000	A	\$ 12 206,596	D
Class A Common Stock	07/08/2005		S <sup>(1)</sup>		500	D	\$ 29.17 206,096	D
Class A Common Stock	07/08/2005		S <sup>(1)</sup>		400	D	\$ 29.12 205,696	D
Class A Common	07/08/2005		S <sup>(1)</sup>		500	D	\$ 29.11 205,196	D

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

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

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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 Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (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 buy)	\$ 12	07/08/2005	M				50,000		02/10/2004	02/09/2014	Class A Common Stock	50,000

## 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	07/08/2005
<small>**Signature of Reporting Person</small>	<small>Date</small>

## 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.

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