

TODCO  
Form 4  
May 09, 2006

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
**KELLEY MICHAEL L**

(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)  
**05/08/2006**

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)  
Vice President

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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Class A common stock	05/08/2006		S		400 D \$ 50.68	8,500	D
Class A common stock	05/08/2006		S		300 D \$ 51.07	8,200	D
Class A common stock	05/08/2006		S		1,000 D \$ 51.03	7,200	D
Class A common	05/08/2006		S		200 D \$ 51.02	7,000	D

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stock							
Class A common stock	05/08/2006	S	100	D	\$ 50.98	6,900	D
Class A common stock	05/08/2006	S	200	D	\$ 50.97	6,700	D
Class A common stock	05/08/2006	S	1,600	D	\$ 50.96	5,100	D
Class A common stock	05/08/2006	S	200	D	\$ 50.95	4,900	D
Class A common stock	05/08/2006	S	900	D	\$ 50.94	4,000	D
Class A common stock	05/08/2006	S	700	D	\$ 50.93	3,300	D
Class A common stock	05/08/2006	S	1,200	D	\$ 50.92	2,100	D
Class A common stock	05/08/2006	S	600	D	\$ 50.91	1,500	D
Class A common stock	05/08/2006	S	900	D	\$ 50.9	600	D
Class A common stock	05/08/2006	S	400	D	\$ 50.89	200	D
Class A common stock	05/08/2006	S	100	D	\$ 50.88	100	D
Class A common stock	05/08/2006	S	100	D	\$ 50.84	0	D

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

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SEC 1474  
(9-02)

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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 (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
				Code V (A) (D)		Date Exercisable      Expiration Date	Title	Amount or Number of Shares	

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director      10% Owner      Officer      Other

KELLEY MICHAEL L  
 2000 W. SAM HOUSTON PKWY. S.  
 SUITE 800  
 HOUSTON, TX 77042-3615

Vice  
 President

## Signatures

Michael L.      05/09/2006  
 Kelley

            Date  
 \*\*Signature of 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.