

☐ 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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934  
or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>GORDON BETH G</u>	2. Issuer Name <b>and</b> Ticker or Trading Symbol <u>DIAMOND OFFSHORE DRILLING INC [ DO ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <div> <input checked="" type="checkbox"/> Director           <input type="checkbox"/> 10% Owner         </div> <div> <input checked="" type="checkbox"/> Officer (give title below)           <input type="checkbox"/> Other (specify below)         </div> <div>Controller</div>
<div>             (Last)             (First)             (Middle)           </div> <div>15415 KATY FREEWAY</div> <div>SUITE 100</div>	3. Date of Earliest Transaction (Month/Day/Year) <u>12/31/2004</u>	
<div>(Street)</div> <div>HOUSTON TX 77094</div>	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <div> <input checked="" type="checkbox"/> Form filed by One Reporting Person         </div> <div> <input type="checkbox"/> Form filed by More than One Reporting Person         </div>
<div>(City) (State) (Zip)</div>		

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	(A) or (D)	Price			
Common Stock	12/31/2004		M		525	A	\$33.51	525	D	
Common Stock	12/31/2004		S		525	D	\$40	0	D	
Common Stock	12/31/2004		M		525	A	\$24.6	525	D	
Common Stock	12/31/2004		S		525	D	\$40	0	D	
Common Stock	12/31/2004		M		525	A	\$30.53	525	D	
Common Stock	12/31/2004		S		525	D	\$40	0	D	
Common Stock	12/31/2004		M		375	A	\$29.33	375	D	
Common Stock	12/31/2004		S		375	D	\$40	0	D	
Common Stock	12/31/2004		M		375	A	\$29.2	375	D	
Common Stock	12/31/2004		S		375	D	\$40	0	D	
Common Stock	12/31/2004		M		375	A	\$19.88	375	D	
Common Stock	12/31/2004		S		375	D	\$40	0	D	
Common Stock	12/31/2004		M		375	A	\$21.93	375	D	
Common Stock	12/31/2004		S		375	D	\$40	0	D	
Common Stock	12/31/2004		M		187	A	\$19.78	187	D	
Common Stock	12/31/2004		S		187	D	\$40	0	D	
Common Stock	12/31/2004		M		187	A	\$21.23	187	D	
Common Stock	12/31/2004		S		187	D	\$40	0	D	
Common Stock	12/31/2004		M		187	A	\$19.08	187	D	
Common Stock	12/31/2004		S		187	D	\$40	0	D	
Common Stock	12/31/2004		M		187	A	\$20.77	187	D	
Common Stock	12/31/2004		S		187	D	\$40	0	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
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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. Code Transaction Code (Instr. 8)	V	5A. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5B. Date Exercisable and Expiration Date (Month/Day/Year)	5C. Date and	6. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	7. Number of Shares or Units	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares					
Stock Option (right to buy)	\$39.98	12/31/2004		A		750		05/18/2005 <sup>(1)</sup>	12/31/2014	Common Stock	750	\$0.00	750	D		
Stock Option (right to buy)	\$33.51	12/31/2004		M			525	04/12/2002 <sup>(2)</sup>	07/02/2011	Common Stock	525	\$0.00	175	D		
Stock Option (right to buy)	\$24.6	12/31/2004		M			525	04/12/2002 <sup>(2)</sup>	10/01/2011	Common Stock	525	\$0.00	175	D		
Stock Option (right to buy)	\$30.53	12/31/2004		M			525	04/12/2002 <sup>(2)</sup>	01/02/2012	Common Stock	525	\$0.00	175	D		
Stock Option (right to buy)	\$29.33	12/31/2004		M			375	04/15/2003 <sup>(3)</sup>	04/15/2012	Common Stock	375	\$0.00	375	D		
Stock Option (right to buy)	\$29.2	12/31/2004		M			375	04/15/2003 <sup>(3)</sup>	07/01/2012	Common Stock	375	\$0.00	375	D		
Stock Option (right to buy)	\$19.88	12/31/2004		M			375	04/15/2003 <sup>(3)</sup>	10/01/2012	Common Stock	375	\$0.00	375	D		
Stock Option (right to buy)	\$21.93	12/31/2004		M			375	04/15/2003 <sup>(3)</sup>	12/31/2012	Common Stock	375	\$0.00	375	D		
Stock Option (right to buy)	\$19.78	12/31/2004		M			187	04/22/2004	04/22/2013	Common Stock	187	\$0.00	563	D		
Stock Option (right to buy)	\$21.23	12/31/2004		M			187	04/22/2004	07/01/2013	Common Stock	187	\$0.00	563	D		
Stock Option (right to buy)	\$19.08	12/31/2004		M			187	04/22/2004	10/01/2013	Common Stock	187	\$0.00	563	D		
Stock Option (right to buy)	\$20.77	12/31/2004		M			187	04/22/2004	12/31/2013	Common Stock	187	\$0.00	563	D		

Explanation of Responses:

- The options vest in four equal annual installments beginning on May 18, 2005.
- The options vested in three equal annual installments on April 12, 2002, 2003 and 2004.
- The options vested in two equal annual installments on April 15, 2003 and 2004.

Remarks:

/s/ William C. Long Attorney-in-Fact for Beth G. Gordon 01/04/2005

\*\* Signature of Reporting Person Date

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

\* 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.

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