



EXECUTIVE PAY SCORECARDSM

Data & analysis provided by GMI-The Independent Leader in Corporate Governance and ESG&A

20 Jan 2012

Atwood Oceanics, Inc.


ATW NYSE

Oil / Gas Drilling

Market Capitalization USD:

\$2,231.04 mm

CONCERN LEVEL: LOW

- 1 The CEO's total remuneration is within the typical market range for the relevant industry and market cap.
- 2 The ratio between the CEO's pay and the median pay of the other named executive officers is 3X or less.
- 3 The CEO's annual cash incentives rose or fell in line with annual performance.
- 4 The CEO received no more than one annual cash bonus this fiscal year.
- 5 The CEO's equity remuneration reflected the company's share price movement over the last five years.
- 6 The company only pays long-term incentives to the CEO for above median performance against a peer group.
- 7 The company's dilution from equity incentives is 10 percent or less.
- 8 Unvested equity lapses when the CEO's employment is terminated. 
- 9 The CEO's potential cash severance payment is capped at two times annual cash remuneration.
- 10 The accrued benefits of the CEO's post-retirement income are within the typical market range for the relevant market cap bracket.

CEO: Robert J. Saltiel

Age: 48

CEO Since: 2009

	2009	2010	2011
Base Salary	\$498,000	\$514,600	\$682,000
Discretionary Bonus	\$531,000	\$500,000	\$693,000
Annual Cash Incentive	\$0	\$0	\$0
Benefits and Perquisites	\$137,500	\$35,800	\$135,270
TOTAL ANNUAL COMPENSATION	\$1,166,500	\$1,050,400	\$1,510,270
Increase in Post-Retirement Benefits	\$93,800	\$2,200	\$15,506
Stock Option Awards	\$501,400	\$0	\$1,137,500
Stock Awards	\$488,900	\$763,900	\$1,137,500
TOTAL COMPENSATION	\$2,250,600	\$1,816,500	\$3,800,776
Median of Other Named Executive Officers Total Compensation	\$867,350	\$1,768,650	\$943,274
Value Realized on Exercise of Stock Option	\$0	\$0	\$0
Value Realized on Vesting of Stock	\$440,700	\$0	\$0
TOTAL REALIZED EQUITY COMPENSATION	\$440,700	\$0	\$0

Proxy Date: 9 Jan 2012

Annual Meeting Date: 9 Feb 2012

Equity Reserves: 5.18%

Stock Option Run Rate: 0.45%

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Performance Comparison

■ vs S&P500 ■ vs Industry ■ ATW



Peer Comparisons (TRBC) =Oil / Gas Drilling

Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
ATW	Atwood Oceanics, Inc.	\$2,250,600	\$1,816,500	\$3,800,776	\$2,231,040,808
HP	Helmerich & Payne, Inc.	\$1,878,772	\$3,965,426	\$4,489,628	\$4,347,664,154
RDC	Rowan Companies, Inc.	\$4,913,559	\$5,248,233		\$3,847,030,881
PTEN	Patterson-UTI Energy, Inc.	\$3,817,916	\$4,975,840		\$2,698,979,669
RES	RPC, Inc.	\$949,214	\$2,066,582		\$2,420,153,543
UNT	Unit Corporation	\$1,074,699	\$2,784,715		\$1,778,080,712

To insure consistency, peer comparisons are based on a combination of TRBC Industry and Sector classifications and company market caps. Missing peer pay figures for 2011 are due to differences in company filing schedules.

Pay Peer Group

EnSCO plc, Rowan Companies, Inc., Helmerich & Payne, Inc., Precision Drilling Corporation, Patterson-UTI Energy, Inc., Oil States International, Inc., Oceaneering International, Inc., Diamond Offshore Drilling, Inc., Hercules Offshore, Inc., and Noble Corporation.

Performance Peer Group

EnSCO plc, Rowan Companies, Inc., Helmerich & Payne, Inc., Precision Drilling Corporation, Patterson-UTI Energy, Inc., Oil States International, Inc., Oceaneering International, Inc., Diamond Offshore Drilling, Inc., Hercules Offshore, Inc., and Noble Corporation.

COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
Deborah A. Beck	Chairman	64	Female	9	Outside
Georae S. Dotson	Member	71	Male	24	Outside
Jack E. Golden	Member	63	Male	3	Outside
James R. Montaque	Member	64	Male	6	Outside
Phil D. Wedemeyer	Member	62	Male	1	Outside