

DIAMOND OFFSHORE DRILLING INC  
Form 8-K  
May 26, 2011

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549**

**FORM 8-K  
CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934**

**Date of report (Date of earliest event reported): May 23, 2011  
Diamond Offshore Drilling, Inc.**

(Exact Name of Registrant as Specified in Charter)

**Delaware**

**1-13926**

**76-0321760**

(State or Other Jurisdiction  
of Incorporation)

(Commission File Number)

(IRS Employer  
Identification No.)

**15415 Katy Freeway  
Houston, Texas 77094**

(Address of Principal Executive Offices and Zip Code)

Registrant's telephone number, including area code: **(281) 492-5300**

**Not Applicable**

(Former name or former address, if changed since last report)

Check the appropriate line below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
-

**Item 5.07. Submission of Matters to a Vote of Security Holders**

Diamond Offshore Drilling, Inc. (the Company) held its Annual Meeting of Stockholders (Annual Meeting) on May 23, 2011 in New York, New York. At the Annual Meeting, the holders of 125,037,555 shares of common stock out of 139,027,039 shares entitled to vote as of the record date were represented in person or by proxy, constituting a quorum. The following matters were voted on and adopted by the margins indicated:

1. To elect nine directors to serve until the Company's 2012 annual meeting of stockholders. The number of votes for, against and abstained and all shares as to which brokers indicated that they did not have the authority to vote (Broker Non-Votes) with respect to each director were as follows:

|                       | Number of Shares |            |         | Broker Non-Votes |
|-----------------------|------------------|------------|---------|------------------|
|                       | For              | Against    | Abstain |                  |
| James S. Tisch        | 99,325,526       | 13,365,131 | 902,885 | 11,444,013       |
| Lawrence R. Dickerson | 102,209,670      | 10,479,940 | 903,932 | 11,444,013       |
| John R. Bolton        | 111,737,864      | 880,429    | 975,249 | 11,444,013       |
| Charles L. Fabrikant  | 110,095,148      | 2,524,640  | 973,754 | 11,444,013       |
| Paul G. Gaffney II    | 111,840,759      | 777,907    | 974,876 | 11,444,013       |
| Edward Grebow         | 111,834,283      | 784,337    | 974,922 | 11,444,013       |
| Herbert C. Hofmann    | 101,795,809      | 10,892,200 | 905,533 | 11,444,013       |
| Andrew H. Tisch       | 101,793,846      | 10,895,931 | 903,765 | 11,444,013       |
| Raymond S. Troubh     | 111,573,497      | 1,115,919  | 904,126 | 11,444,013       |

2. To ratify the appointment of Deloitte & Touche LLP as the Company's independent auditors for fiscal year 2011:

|                  |             |
|------------------|-------------|
| For              | 124,207,407 |
| Against          | 781,123     |
| Abstain          | 49,025      |
| Broker Non-Votes | 0           |

3. To approve, by non-binding vote, executive compensation:

|                  |             |
|------------------|-------------|
| For              | 111,735,822 |
| Against          | 798,964     |
| Abstain          | 1,058,756   |
| Broker Non-Votes | 11,444,013  |

4. To recommend, by non-binding vote, the frequency of future stockholder advisory votes on executive compensation:

|             |             |
|-------------|-------------|
| One Year    | 104,486,664 |
| Two Years   | 198,697     |
| Three Years | 7,861,888   |
| Abstain     | 1,046,293   |

In light of the vote of the stockholders on the frequency of future stockholder advisory votes on executive compensation as reported above, the Company's Board of Directors has determined that an advisory vote to approve the compensation of the named executive officers of the Company will be conducted every year, until the next stockholder advisory vote on the frequency of the advisory vote to approve the compensation of the named executive officers of the Company.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Company has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

DIAMOND OFFSHORE DRILLING, INC.

By: */s/ William C. Long*  
William C. Long  
Senior Vice President, General Counsel  
and Secretary

Dated: May 26, 2011

4