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common stock as of May 3, 2004, was 14,090,602 shares of Class A common stock and 46,200,000 of Class B common stock.

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EXPLANATORY NOTE

We are amending in full Item 4. Controls and Procedures of Part I of this Quarterly Report to delete the word "significant" from the second paragraph of this Item 4 and to include reference to the three months ended March 31, 2004. Except for the foregoing, no other information included in the original Quarterly Report on Form 10-Q is changed by this amendment.

PART I

ITEM 4. CONTROLS AND PROCEDURES

As of March 31, 2004, we carried out an evaluation, under the supervision and with the participation of management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures pursuant to Exchange Act Rule 13a-15. Based upon that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures are effective. Disclosure controls and procedures are controls and procedures that are designed to ensure that information required to be disclosed in our reports filed or submitted under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms.

There have been no changes in our internal control over financial reporting that occurred during the three months ended March 31, 2004 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II

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ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K

EXHIBIT INDEX

| EXHIBIT NO. | DESCRIPTION | FILED HEREWITH OR BY REFERENCE |
|----------------|---|-----------------------------------|
| 31.1 | Rule 13a-14(a)/15d-14(a) Certification of Chief Executive Officer | Filed herewith |
| 31.2 | Rule 13a-14(a)/15d-14(a) Certification of Chief Financial Officer | Filed herewith |

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SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized in Houston, Texas, on this 2nd day of September, 2004.

TODCO

/s/ T. Scott O'Keefe

T. Scott O'Keefe
Senior Vice President and Chief Financial Officer
(on behalf of TODCO and as Principal Financial Officer)

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