

# FORM 4

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

OMB APPROVAL
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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* DODGE BERGER A			2. Issuer Name <b>and</b> Ticker or Trading Symbol TODD SHIPYARDS CORP <span style="float:right">TOD</span>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director <span style="float:right">____ 10% Owner</span> <input checked="" type="checkbox"/> Officer (give title below) <span style="float:right">____ Other (specify below)</span> <u>Chief Financial Officer</u>		
(Last) P.O. BOX 3806	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 7/6/2008					
(Street) SEATTLE WA 98124			4. If Amendment, Date Original Filed (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
(City)	(State)	(Zip)	<b>Table I -- Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>					

1. Title of Security (Instr. 3)	2. Trans- action Date  (Month/ Day/ Year)	2A. Deemed Execution Date, if any  (Month/ Day/ Year)	3. Trans- action 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. Owner- ship Form: Direct (D) or Indirect (I)  (Instr. 4)	7. Nature of Indirect Beneficial Owner- ship  (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Todd Shipyards Corp Common	7/6/ 2008		M		1,900	A	(1)	3,500	D	

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).

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

FORM 4 (continued)

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 Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
								Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
				Code	V	(A)	(D)								
Todd stock appreciation rights	\$21.02 (2)							(3)	(4)	Common Stock	3,000		3,000	D	
Todd restricted stock units	(5)							(6)	(7)	Common Stock	1,800		1,800	D	
Todd stock appreciation rights	\$14.48 (8)							(9)	(4)	Common Stock	3,000		3,000	D	
Todd restricted stock units	(5)	7/6/2008		M		1,600		(10)	(11)	Common Stock	1,600	(12)	4,800	D	
Todd restricted stock units	(5)	7/6/2008		M		300		(13)	(14)	Common Stock	300	(12)	1,200	D	

Explanation of Responses:

See attached "FOOTNOTES" page.

\*\* 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.

Berger A. Dodge  
\*\* Signature of Reporting Person

7/8/2008  
Date

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.

- 1 Received upon vesting/conversion of restricted stock units previously awarded under Incentive Stock Plan. No consideration was paid to Todd either at time of award or at time of conversion.
- 2 Upon exercise of the SARs, the holder is entitled to receive value equal to the number of rights being exercised times the then current fair market value reduced by \$21.02, the fair market value on date of grant. Such value will be paid, net of withholding taxes, in shares of Todd Common Stock.
- 3 The SARs vest as to 1,000 units on each July 6 commencing in 2008 (through 2010).
- 4 Upon certain termination events, earlier as to non-vested units.
- 5 Each RSU represents the right to receive one share of Todd Common Stock, subject to adjustment as provided in the grant agreement.
- 6 The RSUs vest and convert to Todd Common Stock as to 360 units each June 13 commencing in 2009 (through 2013).
- 7 By virtue of vesting, the RSUs will expire on June 13, 2013 or, as to non-vested units, upon certain termination events.
- 8 Upon exercise of the SARs, the holder is entitled to receive value equal to the number of rights being exercised times the then current fair market value reduced by \$14.48, the fair market value on date of grant. Such value will be paid, net of withholding taxes, in shares of Todd Common Stock.
- 9 The SARs vest as to 1,000 units each June 13 commencing in 2009 (through 2011).
- 10 The RSUs vest and convert to Todd Common Stock as to 1,600 units on each July 6 commencing in 2008 (through 2011).
- 11 By virtue of vesting, the RSUs will expire on July 6, 2011 or, as to non-vested units, upon certain termination events.
- 12 Granted under the Todd Shipyards Incentive Stock Plan.
- 13 The RSUs vest and convert to Todd Common Stock as to 300 units on each July 6 commencing in 2008 (through 2012).
- 14 By virtue of vesting, the RSUs will expire on July 6, 2012 or, as to non-vested units, upon certain termination events.