# FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL								
3235-0287								
rden								
0.5								

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

		Reporting Person*			2. Issu	er N	lame a	and Ticke	er or Tr		_	y Act of 19 ol				onship of Repor Il applicable)	rting Pe	erson(s) to	Issuer	
ADCOCK	_	UNIT CORP [ UNT ]  3. Date of Earliest Transaction (Month/Day/Year)									X Director 10% Owner									
(Last)	(Fir	st) (	Middle)			04/26/2004										Officer (give ti below)	title Othe belo		er (specify w)	
3701 NO	RTH HARR	ISON	4. If A	4. If Amendment, Date of Original Filed (Month/Day/Year)									6. Individual or Joint/Group Filing (Check Applicable							
(Street)												Line)  X Form filed by One Reporting Person								
SHAWNI	EE OK	. 7	4804		Formfiled by Orie Reporting Pers															
(City)	(Sta	ate) (i	Zip)													Person				
		Table	I - Nor	n-Deriva	ative S	есι	ıriti	es Acq	uire	d, Dis	po	sed of, o	or Be	nefi	cially	Owned				
1. Title of Security (Instr. 3)			2. Transa Date (Month/D		2A. Deemed Execution Date, if any (Month/Day/Year)		3. Transaction Code (Instr. 8)		4. Securities Acquired (A Disposed Of (D) (Instr. 3, 5)				, 4 and Securities Beneficially Owned Follow		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		of Indirect Beneficia Ownersi	ct al hip		
									Code	v	Ar	nount	(A) or (D)	Pric	. 1	Reported ransaction(s) Instr. 3 and 4)			(Instr. 4)	
Common	Stock			04/26/	2004				M			3,500	A	\$1	2.19	3,500		D		
Common Stock			04/26/	2004				S			3,250	D	\$	30	250	250 D				
Common Stock 04/20				04/26/	2004	.004			S			250	D \$3		0.04	0.00		D		
Common Stock															800		I	By Spouse		
Common Stock																232,591		I	By Tru	st
			Table													y Owned				
1. Title of	2.	3. Transaction	3A. Dee		, puts, 4.	cal	<del>_</del>	warrant	<del>-</del>		_	onvertib	_	e cur		8. Price of	0. No.	umber of	10.	11. Natu
Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	Date (Month/Day/Year)	Executi if any	on Date, Day/Year)	Transac Code (In	ction Derivative		Ex (M	piration onth/Day	Dat	Date /Year) S		Amount of Securities Underlying Derivative Security (Instr. and 4)		Derivative Security (Instr. 5)	deriv Secur Benet Owner Follow Report	derivative Securities Beneficially Owned Following Reported Transaction(s)	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	of Indire Benefic Owners (Instr. 4	
					Code	v			Da	te ercisab		Expiration	Title		Amoun or Number of	r	(Instr.			
Stock					Code	\ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \	(A)	(D)	EX	ercisab	ie	Date	IIII	•	Shares	1				
Option (Right to Buy)	\$12.19	04/26/2004			M			\$42,654	.5 11	/05/2000	<b>)</b> (1)	05/04/2010		nmon ock	3,500	\$12.19		0.00	D	

#### Explanation of Responses:

1. This option vests six months after the date of grant.

#### Remarks:

By: By Mark E. Schell under

\*\* Signature of Reporting Person

<u>POA</u>

Mark E. Schell under 05/03/2004

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.

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 Number.