

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2005-05-02** | Period of Report: **2005-04-30**
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ISSUER

GRANT PRIDECO INC

CIK: **1097313** | IRS No.: **760312499** | State of Incorporation: **DE** | Fiscal Year End: **1231**
SIC: **3533** Oil & gas field machinery & equipment

Mailing Address

*1450 LAKE ROBBINS DRIVE
SUITE 600
THE WOODLANDS TX 77038*

Business Address

*1450 LAKE ROBBINS DRIVE
SUITE 600
THE WOODLANDS TX 77038
2812978500*

REPORTING OWNER

FITZGERALD MATTHEW D

CIK: **1184451**
Type: **4** | Act: **34** | File No.: **001-15423** | Film No.: **05790034**

Mailing Address

*C/O VERITAS DGC
10300 TOWN PARK DR
HOUSTON TX 77072*

Business Address

*C/O VERITAS DGC INC
10300 TOWN PARK DR
HOUSTON TX 77072
8323518821*

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

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

1. Name and Address of Reporting Person FITZGERALD MATTHEW D			2. Issuer Name and Ticker or Trading Symbol GRANT PRIDECO INC [GRP]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) Sr VP & CFO	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 04/30/2005			
400 N. SAM HOUSTON PKWY EAST, SUITE 900			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 ____ Form Filed by More than One Reporting Person	
(Street) HOUSTON, TX 77060						
(City)	(State)	(Zip)				

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction 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. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)			

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 Securities Underlying Derivative Security (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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Phantom Stock Units (1)	(1)	04/30/2005	(1)	A		3,485.4571		(1)	(1)	Common Stock	3,485.4571	\$23.5048	7,604.7816	D	

Explanation of Responses:

1. Represents units credited to the participants account pursuant to the terms of the Companys Executive Deferred Compensation Plan. All phantom stock units credited under the Plan with respect to deferrals of compensation by participants are 100% vested at all times. All units credited under the Plan with respect to the Companys 7.5% allocation and matching allocation vest at 20% per year for each year of service with the company. Distributions made under the Plan are made upon termination of employment, retirement or death of the participant. Units are allocated at month-end based upon the fair market value of the common stock at month end.

Signatures

Philip A. Choyce, Attorney-in-Fact

** Signature of Reporting Person

05/02/2005

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.