

HADDOCK GERALD W
Form 4
April 15, 2019

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 *
HADDOCK GERALD W

(Last) (First) (Middle)

**C/O ENSCO ROWAN PLC, 6
CHESTERFIELD GARDENS, 3RD
FLOOR**

2. Issuer Name and Ticker or Trading Symbol
EnSCO Rowan plc [ESV]

3. Date of Earliest Transaction
(Month/Day/Year)
04/11/2019

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

(Street)

LONDON, X0 W1J5BQ

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |
| Class A Ordinary Shares | 04/11/2019 | | M | (1) | 14,600 | A | 2 |
| Class A Ordinary Shares | 04/11/2019 | | F | (3) | 1,505 | D | \$ 16.37 |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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number.

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. Derivative Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|
| Restricted Share Units | (2) | 04/11/2019 | | M | 14,600 | (2) (2) | Class A Ordinary Shares | 14,600 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| HADDOCK GERALD W C/O ENSCO ROWAN PLC 6 CHESTERFIELD GARDENS, 3RD FLOOR LONDON, X0 W1J5BQ | X | | | |

Signatures

/s/ Davor S. Vukadin, by Power of Attorney
Date: 04/11/2019

__Signature of Reporting Person Date

Explanation of Responses:

- * 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).
- (1) On April 11, 2019, Ensco Rowan plc (the "Company") effected a 1 for 4 reverse stock split. All share counts on this Form 4 are represented on a post-split basis.
The reporting person's restricted share units vested as a result of his retirement from the board of directors of the Company. Upon the vesting of the restricted share units, the reporting person was required to pay the aggregate nominal value (par value), \$0.40 per share (on a post-split basis), of our Class A ordinary shares actually issued, in accordance with U.K. corporate law. In connection with the transaction reported above, the reporting person paid \$5,238 to the Company with respect to the shares actually issued upon vesting of the restricted share units.
 - (2)
 - (3) These shares were withheld upon vesting to enable the reporting person to satisfy tax withholding obligations that arose upon such vesting, which will be paid by the issuer to the appropriate taxing authority in cash.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. 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.