

ROWAN COMPANIES INC  
Form DEF 14A  
March 11, 2010  
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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**SCHEDULE 14A**

**Proxy Statement Pursuant to Section 14(a) of the**  
**Securities Exchange Act of 1934**

**(Amendment No. )**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

**Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

**Rowan Companies, Inc.**

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

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1) Amount Previously Paid:

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March 15, 2010

Dear Stockholder:

You are cordially invited to attend the 2010 Annual Meeting of Stockholders of Rowan Companies, Inc. on April 29, 2010, at 9:00 a.m., local time, in the Beacon Room, Williams Tower, 2800 Post Oak Boulevard, 62nd Floor, Houston, Texas.

At the Annual Meeting, you will be asked to:

Elect four Class I directors to serve for three years and until their successors are duly elected and qualified;

Approve amendments to the Company's Restated Certificate of Incorporation to eliminate all supermajority voting requirements;

Ratify the appointment of our independent auditors; and

Conduct other business as may properly come before the meeting or any adjournment or postponement thereof.

Please refer to the proxy statement for detailed information on each of these proposals.

It is very important that your shares are represented and voted at the meeting. Your shares may be voted electronically on the Internet, by telephone or by returning the enclosed proxy card. Your proxy will not be used if you are present and prefer to vote in person or if you revoke your proxy. We would appreciate your informing us on the proxy card if you expect to attend the meeting so that we can provide adequate seating.

We appreciate the continuing interest of our stockholders in the business of Rowan Companies, Inc., and we hope you will be able to attend the meeting.

Sincerely,

H. E. Lentz

*Chairman of the Board of Directors*

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**Rowan Companies, Inc.**

**2800 Post Oak Boulevard, Suite 5450**

**Houston, Texas 77056**

**Notice of Annual Meeting of Stockholders to be held April 29, 2010**

Rowan Companies, Inc., a Delaware corporation, will hold its Annual Meeting of Stockholders (the Annual Meeting ), on Thursday, April 29, 2010, at 9:00 a.m., local time, in the Beacon Room, Williams Tower, 2800 Post Oak Boulevard, 62nd Floor, Houston, Texas. The items of business are:

Elect four Class I Directors to serve for three years and until their successors are duly elected and qualified;

Approve amendments to the Company's Restated Certificate of Incorporation ( Certificate ) to eliminate all supermajority voting requirements;

Ratify the appointment of our independent auditors; and

Conduct other business as may properly come before the meeting or any adjournment or postponement thereof. Stockholders as of the close of business on Wednesday, March 3, 2010, are entitled to notice of and to vote at the meeting and at any adjournment or postponement of the meeting. A list of these stockholders is available at our offices in Houston, Texas.

Melanie M. Trent

Corporate Secretary

**Important Notice Regarding the Availability of**

**Proxy Materials for the Stockholder**

**Meeting to be Held on April 29, 2010**

The proxy statement and annual report to stockholders and the means to vote by Internet are available at [www.proxyvote.com](http://www.proxyvote.com).

**Your Vote is Important**

Please vote as promptly as possible

by using the Internet or telephone or

by signing, dating and returning the Proxy Card

mailed to those who receive paper copies of this proxy statement.

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If you hold Rowan Companies, Inc. shares with a broker or bank, you may also be eligible to vote via the Internet or by telephone if your broker or bank participates in the proxy voting program provided by Broadridge Investor Communication Services.

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**PROXY STATEMENT**

This proxy statement and the proxy card are being provided to you in connection with the solicitation of proxies by the Board of Directors of Rowan Companies, Inc. for use at the 2010 Annual Meeting of Stockholders to be held on Thursday, April 29, 2010, in the Beacon Room of Williams Tower, 62nd Floor, 2800 Post Oak Boulevard, Houston, Texas, at 9:00 a.m. local time, and at any adjournment or postponement of the meeting. In this proxy statement, we refer to Rowan Companies, Inc. as the Company, Rowan, we, our or us.

**The proxy is solicited by the Board of Directors of the Company (the Board of Directors or the Board ) and is revocable by the stockholder any time before it is voted.** This proxy statement, form of proxy and voting instructions are being made available to stockholders on or about March 15, 2010, at [www.proxyvote.com](http://www.proxyvote.com). You may also request a printed copy of this proxy statement and the form of proxy by any of the following methods: (a) telephone at 800-579-1639 (b) Internet at [www.proxyvote.com](http://www.proxyvote.com); or (c) e-mail at [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com). Our Annual Report, including financial statements for the fiscal year ended December 31, 2009, is being made available at the same time and by the same methods. The Annual Report is not to be considered as a part of the proxy solicitation material or as having been incorporated by reference.

Our principal executive office is located at 2800 Post Oak Boulevard, Suite 5450, Houston, Texas 77056, our telephone number is (713) 621-7800 and our website address is [www.rowancompanies.com](http://www.rowancompanies.com). Information contained on our website, including information referred to in this proxy statement, is not to be considered as part of the proxy solicitation material and is not incorporated into this proxy statement.

**QUESTIONS AND ANSWERS ABOUT VOTING**

**Who is entitled to vote?**

Only holders of record of the Company's common stock on March 3, 2010 are entitled to notice of, and to vote at, the meeting or any adjournment or postponement thereof. As of the record date, there were 113,834,940 shares of common stock outstanding and entitled to vote at the meeting. Each share of common stock is entitled to one vote on all matters. No other class of securities will be entitled to vote at the meeting. There are no cumulative voting rights.

A complete list of stockholders entitled to vote at the meeting will be open to the examination of any stockholder for any purpose germane to the Annual Meeting for a period of ten days prior to the meeting at the Company's principal executive offices set forth above, during ordinary business hours. Such list shall also be open to the examination of any stockholder present at the meeting.

If you hold your shares indirectly in the Rowan Companies, Inc. or the LeTourneau Technologies, Inc. savings plans (the Saving Plans ), you have the right to direct the trustee of your plan how to vote as described on the separate instruction card sent to you by the trustee.

**Who is soliciting my proxy to vote my shares?**

Our Board of Directors is soliciting your proxy, or your authorization for our representatives to vote your shares. Your proxy will be effective for the Annual Meeting and at any adjournment or postponement of that meeting.

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**What are the Board of Directors Voting Recommendations regarding the election of directors and proposals?**

The Board of Directors recommends that you vote as follows:

<b>Proposal</b>	<b>Recommendation</b>
1. Election of four Class I nominees to the Board of Directors	FOR Each Nominee
2. Approval of amendments to the Certificate	FOR
3. Ratification of the Company's independent auditors	FOR

**What constitutes a quorum?**

For business to be conducted at the meeting, a quorum constituting a majority of the shares of Rowan common stock issued and outstanding and entitled to vote must be in attendance or represented by proxy.

**How do I give voting instructions?**

Proxies may be submitted over the Internet, by telephone or by mail. Votes submitted over the Internet or by telephone must be received by 11:59 p.m., Eastern Time, on Wednesday, April 28, 2010. Giving us your proxy means you authorize the persons appointed as proxies to vote your shares at the Annual Meeting in the manner that you have indicated. If you sign and return the enclosed proxy card but do not indicate your vote, the appointed proxies will vote your shares FOR the Board's director nominees, FOR the amendments to the Certificate, and FOR the ratification of the appointment of our independent auditors.

**Can I change my vote?**

A proxy may be revoked by a stockholder at any time before it is voted by giving notice of the revocation in writing to the Company's Corporate Secretary at 2800 Post Oak Boulevard, Suite 5450, Houston, Texas 77056, by submitting another valid proxy by mail, telephone or over the Internet that is later dated and, if mailed, is properly signed, or by voting in person at the meeting.

**What are the requirements to elect the directors and approve each of the proposals?**

The standard for the election of directors at the Annual Meeting will be majority voting, and a nominee for director will be elected to the Board if the votes cast for such nominee's election exceed the votes cast against such nominee's election.

The amendments to the Certificate relating to supermajority voting provisions must be approved by the affirmative vote of at least 80% of the votes of holders of the shares outstanding and entitled to vote. If approved and adopted by the requisite vote of stockholders, the proposed amendment will become effective upon filing of the Certificate of Amendment with the Secretary of State of Delaware.

The ratification of the appointment of independent auditors requires the favorable vote of a majority of the votes cast.

**If my shares are held in street name by my broker, will my broker vote my shares for me?**

Brokerage firms that have not received voting instructions from their clients on non-discretionary proposals may not vote on such proposals. These so-called "broker non-votes" will be included in the calculation of the number of votes considered to be present at the meeting for purposes of determining a quorum, but will not be considered in determining the number of votes necessary for approval. Because the amendments to the Certificate require approval by a percentage of all shares outstanding, broker non-votes will have the effect of a vote against these proposals.

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### **What happens if I am a registered holder?**

If your shares are registered directly in your name, you are the holder of record of these shares and we are sending these proxy materials directly to you. As the holder of record, you have the right to give your proxy directly to us, to give your voting instructions by telephone or over the Internet or to vote in person by ballot at the meeting.

### **What happens if I abstain or withhold my vote on any proposal?**

Abstentions are counted as present in determining whether the quorum requirement is satisfied. Abstentions from voting are not votes cast and will not be taken into account in determining the outcome of any of the proposals.

### **Does Rowan offer electronic delivery of proxy materials?**

Yes. As permitted by Securities and Exchange Commission rules, we are making this proxy statement and our annual report available to stockholders electronically via the Internet at [www.proxyvote.com](http://www.proxyvote.com). On March 15, 2010, we began mailing to our stockholders a notice containing instructions on how to access this proxy statement and our annual report and how to vote online. If you received that notice, you will not receive a printed copy of the proxy materials unless you request it by following the instructions for requesting such materials contained on the notice or set forth in the following paragraph. This notice is not a form for voting.

If you received a paper copy of this proxy statement by mail and you would like to reduce the costs incurred by the Company in mailing proxy materials, you can consent to receiving all future proxy materials via email or on the Internet. To sign up for electronic delivery, please follow the instructions on your proxy card to vote by Internet at [www.proxyvote.com](http://www.proxyvote.com) and, when prompted, indicate that you agree to receive or access stockholder communications electronically in future years.

### **What is householding?**

Securities and Exchange Commission rules now allow us to deliver a single copy of an annual report and proxy statement to any household not participating in electronic proxy material delivery at which two or more stockholders reside, if we believe the stockholders are members of the same family. This rule benefits both you and the Company. We believe it eliminates irritating duplicate mailings that stockholders living at the same address receive and it reduces our printing and mailing costs. This rule applies to any annual reports or proxy statements. Each stockholder will continue to receive a separate proxy card or voting instruction card.

Your household may have received a single set of proxy materials this year. If you prefer to receive your own copy, or if you have received multiple copies and prefer a single set, please make your request by calling 800-579-1639, using the website [www.proxyvote.com](http://www.proxyvote.com), or by e-mail at [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com), or in writing to Rowan Companies, Inc., c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

If a broker or other nominee holds your shares, you may continue to receive some duplicate mailings. Certain brokers will eliminate duplicate account mailings by allowing stockholders to consent to such elimination, or through implied consent if a stockholder does not request continuation of duplicate mailings. Since not all brokers and nominees may offer stockholders the opportunity this year to eliminate duplicate mailings, you may need to contact your broker or nominee directly to discontinue duplicate mailings to your household.

### **What if I plan to attend the Annual Meeting?**

Attendance at the Annual Meeting will be limited to stockholders as of the record date. Each stockholder may be asked to present valid picture identification, such as a driver's license or passport. Stockholders holding stock in brokerage accounts or by a bank or other nominee are required to show a brokerage statement or account statement reflecting stock ownership as of the record date. Cameras, recording devices and other electronic devices will not be permitted at the Annual Meeting.

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### **How does the Company solicit proxies?**

We solicit the proxies and will bear the entire cost of this solicitation. The initial solicitation of proxies may be supplemented by additional mail communications and by telephone, fax, e-mail, Internet and personal solicitation by our directors, officers or other employees, or our proxy solicitor. No additional compensation for soliciting proxies will be paid to our directors, officers or other employees for their proxy solicitation efforts. We have retained Innisfree M&A Incorporated to assist in the solicitation of proxies at a cost of \$12,500 plus reasonable out-of-pocket expenses. We also reimburse brokerage houses and other custodians, nominees and fiduciaries for their expenses in sending these materials to you.

### **What do I do if I receive more than one proxy card?**

If you hold your shares in more than one account, you will receive a proxy card for each account. To ensure that all of your shares are voted, please sign, date and return the proxy card for each account or use the proxy card to vote by telephone or Internet. Please be sure to vote all of your shares.

### **Will there be any other business conducted at the Annual Meeting?**

The Board of Directors is not aware of any other matters that are to be presented for action at the meeting. However, if any other matters properly come before the meeting, your shares will be voted in accordance with the discretion of the appointed proxies.

### **Who is the Transfer Agent?**

Our Transfer Agent is Wells Fargo Shareowner Services. All communications concerning stockholders of record accounts, including address changes, name changes, common stock transfer requirements, and similar issues can be handled by contacting Wells Fargo Shareowner Services at 800-468-9716 (U.S.), 651-450-4064 (outside the U.S.), [www.wellsfargo.com/shareownerservices](http://www.wellsfargo.com/shareownerservices) or in writing at P.O. Box 64874, St. Paul, MN 55164-0874.

## **CORPORATE GOVERNANCE**

### **Recent Corporate Governance Actions**

Our Board of Directors has been very proactive in recent years, taking decisive actions including: implementing a new strategic plan, effecting numerous corporate governance improvements, engaging closely with stockholders, recruiting new talent and improving processes and procedures throughout the Company. Specific examples include:

Resolving to seek a stockholder vote to approve the declassification of our Board of Directors in our 2012 Annual Meeting. If approved by our stockholders, beginning in 2013, any director standing for reelection would be elected for a one-year term. The Board believes 2012 is the appropriate timing for such a stockholder vote as the Board refreshment process (described below) will likely be complete and the demand and outlook for contract drilling services will likely have stabilized;

Recommending a vote for the elimination of all supermajority voting provisions in our governing documents at our 2010 Annual Meeting;

Terminating our Stockholder Rights Plan in November 2009;

Adopting a majority voting standard for routine director elections;

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Electing a new Chief Executive Officer from outside the Company, W. Matt Ralls, after a thorough search of internal and external candidates;

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Separating the roles of Chief Executive Officer and Chairman of the Board;

Pursuing active discussions with a significant stockholder (Steel Partners) that led to the election of John Quicke as a member of our Board of Directors;

Engaging in a process to refresh the Board of Directors over the next few years by reducing the size of the Board to nine or ten members and replacing a number of members;

Adding a new independent director with significant industry expertise, Thomas R. Hix;

Creating a Board of Directors comprised completely of independent members, other than our CEO, Mr. Ralls; and

Effecting numerous changes to our Amended and Restated Corporate Governance Guidelines ( Guidelines ), Nominating and Corporate Governance Committee charter and Bylaws to provide better corporate governance.

### **Corporate Governance Guidelines**

Our Board has adopted the Guidelines that, along with the charters of the Board committees, provide the framework for the governance of the Company. The Board's Nominating and Corporate Governance Committee is responsible for overseeing and reviewing the Guidelines at least annually, and recommending any proposed changes to the Board for approval. The Guidelines are available on our website at [www.rowancompanies.com](http://www.rowancompanies.com) under Investor Relations Governance.

### **Separation of Roles of Chairman and CEO**

Effective January 1, 2009, the Board of Directors separated the roles of Chairman and CEO. Mr. H. E. Lentz serves as Chairman of our Board and Mr. W. Matt Ralls serves as our CEO and President. The Board determined to separate these roles to provide support and guidance to Mr. Ralls in his new position as CEO and President. Mr. Lentz had previously served as Lead Director.

Our Guidelines provide that the non-executive Chairman shall have the following responsibilities:

To be available to discuss with any director, strategic issues facing the Company and any concerns that a director may have regarding the Board, the Company or management;

To facilitate information flow and communication between the Board and management, and to ensure that written information communicated by management to any director is readily available to all Board members;

To consult with the CEO and President with regard to the agenda and items to be discussed at Board meetings, and the scheduling of time available for discussion of all agenda items;

To be available to the CEO and President for advice and counsel on issues of significance to the Company;

To make determinations regarding the engagement of outside consultants and advisors who report directly to the Board of Directors;

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To preside over meetings of stockholders; and

To oversee the process for stockholder communications with the Board and to be available for consultation and direct communication with major stockholders upon stockholder request or upon request of the Board or the CEO and President. In addition, the non-executive Chairman shall preside at all meetings of the Board of Directors, including executive sessions; may attend all meetings of Board Committees, other than executive sessions; and has authority to call meetings of the independent directors.

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**Executive Sessions**

During each of our Board of Directors regularly scheduled meetings, the non-management directors meet in executive session with our non-executive Chairman presiding.

**Board Refreshment Process**

In 2009, the Nominating and Corporate Governance Committee recommended, and the Board approved, the commencement of a process to refresh the Board of Directors over the next few years by reducing the size of the Board to nine or ten members and replacing a number of members. The Committee identified the following qualifications to consider in its evaluation of potential candidates:

Active, or recently retired, C level executive officer with a global public company of comparable or greater size to Rowan;

Successful career with industry background in oil services or an upstream energy company;

Experience or knowledge in international operations and/or financial expertise;

Diversity, including gender, race or national origin;

An individual who consistently contributes yet is sensitive to the opinions of others and supports consensus decisions that are in the best long-term interests of stockholders; and

An individual who views the Board's role as a governing and oversight body that serves as a sounding board for executive management decisions.

**Specific Experience, Qualifications and Skills of the Members of Our Board of Directors**

Our Board of Directors is comprised of highly qualified individuals with unique and special skills that assist in effective management of the Company for the benefit of our stockholders. In addition to the biographical information with respect to each of our directors under the heading *Election of Directors Our Nominees for Class I Director* and *Election of Directors Our Continuing Directors*, the following table shows additional experience and qualifications of our individual directors:

<b>Director</b>	<b>Specific Qualifications and Skills</b>
Robert G. Croyle	Over 30 years of experience in the oil services industry
William T. Fox III	In-depth knowledge of the Company, served as an attorney and eventually Vice Chairman of the Company  Experience in compensation and health, safety and environmental matters Financial expertise

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Sir Graham Hearne	Over 30 years in commercial banking, lending to energy companies CEO or Chairman of independent exploration and production company for 18 years, with extensive international operations
	CFO of major UK public company for three years
	Over 40 years of experience as an independent director of a number of public and private enterprises
Thomas R. Hix	Extensive investment banking and legal experience CFO of public company in oil and gas services for 17 years
	Significant public company Board service, including exploration and production companies
	Various officer/senior positions with an offshore contract drilling company

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Robert E. Kramek	Commandant of the United States Coast Guard
	President & COO of American Bureau of Shipping; expertise with offshore rigs
Frederick Lausen	Led United States Delegation to the International Maritime Organization Over 40 years of experience at oil and gas exploration and production companies
H. E. Lentz	Extensive operational experience Investment banker for 39 years
Lord Moynihan	Financial expertise Former Minister of Energy, United Kingdom; significant government experience related to energy
	Board service and consulting in oil and gas industry for over 20 years
P. Dexter Peacock	Significant international experience in energy industry Experience managing a large law firm; expertise in mergers/acquisitions and securities law
	Advisor to Boards of Directors of public companies for over 30 years
John J. Quicke	Extensive international transactional experience Board service on eight public companies, over 15 years
	Significant operating experience for over 20 years
<b>Director Independence</b>	Financial and accounting expertise

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The Board undertakes its annual review of director independence in January of each year. During the review, the Board considers transactions and relationships between each director or any member of his or her immediate family and the Company and its subsidiaries and affiliates, including the relationships reported below. The purpose of this review is to determine whether any relationships or transactions existed that were inconsistent with a determination that the director is independent. As a result of this review, the Board affirmatively determined that all of the directors are independent of the Company and its management, with the exception of Mr. Ralls, our Chief Executive Officer.

Mr. Peacock, a Class I director of the Company, is Of Counsel to Andrews Kurth LLP, a law firm from which Mr. Peacock retired as a partner in 1997. We seek legal advice from many different law firms and often rely on Andrews Kurth for corporate and securities law matters. During 2009, we paid Andrews Kurth approximately \$578,000 in legal fees, which the Company believes reflected market rates for services rendered. The 2009 fees were a small portion of total legal fees paid by the Company, and the Company believes such fees represented less than one-fourth of one percent ( $\frac{1}{4}$  of 1%) of the law firm's 2009 revenues. The engagement of Andrews Kurth was approved by the Board of Directors. For serving Of Counsel, Mr. Peacock is paid by Andrews Kurth an annual stipend of \$100,000. This is a fixed sum and he does not actively practice law or participate in the earnings of the firm, and is not eligible for bonuses or other incentive payments.

Mr. Lentz, a Class I Director and Chairman of the Board of the Company, was formerly Managing Director of Barclays Capital from September 2008 through March 2009. Barclays Capital (which acquired Lehman Brothers Inc.) is an investment banking firm that has provided investment banking services to the Company in the past and continues to advise the Company from time to time. After Mr. Lentz resigned from Barclays Capital in March 2009, based on competitive bids, Rowan paid fees of \$1.8 million to Barclays Capital in connection with the July 2009 public offering of \$500 million Senior Notes.

### **Role of the Board in Risk Oversight**

The Board of Directors requires that an annual assessment of risk be performed and has delegated to the Audit Committee oversight of that process. The enterprise risk management assessment is designed to

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take a portfolio view of risk and to identify potential events that may affect the Company, manage risks to be within the Company's risk profile and to provide reasonable assurance regarding the achievement of Company objectives.

In 2009, the management team of the Company met to conduct a thorough assessment of potential risks facing the Company. Risks were rated as to severity and likelihood of threat, and management discussed what mitigation efforts were in place to assess each risk. To the extent the management team believed that mitigation efforts were not in place for a significant risk, an initiative to address such risk was assigned to the appropriate management representative. In January 2010, management presented the complete risk assessment to the Audit Committee, and the Committee reviewed the report and asked for modifications as it deemed necessary. The Audit Committee then reported to the Board of Directors to assist in its oversight of risk.

The Compensation Committee is responsible for oversight of risks relating to employment policies and the Company's compensation and benefits arrangements. To assist in satisfying these oversight responsibilities, the Committee has retained its own compensation consultant and meets regularly with management to understand the financial, human resources and stockholder implications of compensation decisions being made.

## **Director Selection Process**

The Nominating and Corporate Governance Committee of the Board of Directors is responsible for, among other things, the selection and recommendation to the Board of Directors of nominees for election as directors. Working closely with the full Board, the Nominating and Corporate Governance Committee develops criteria for open Board positions, taking into account such factors as it deems appropriate, which may include: the current composition of the Board; the range of talents, experiences and skills that would best complement those already represented on the Board; the desire for a substantial majority of independent directors; diversity; and the need for financial, industry, international or other specialized expertise. Applying these criteria, the Committee considers candidates for Board membership suggested by its members and other Board members, as well as management and stockholders. The Committee may also consider retaining a third-party executive search firm to identify and review candidates.

Once the Committee has identified a prospective nominee (including prospective nominees recommended by stockholders), it makes an initial determination as to whether to conduct a full evaluation. In making this determination, the Committee takes into account the information provided to the Committee with the recommendation of the candidate, as well as the Committee's own knowledge and information obtained through inquiries to third parties to the extent the Committee deems appropriate. The preliminary determination is based primarily on the need for additional Board members and the likelihood that the prospective nominee can satisfy the criteria that the Committee has established. If the Committee determines, in consultation with the Chairman of the Board and other directors as appropriate, that additional consideration is warranted, it may gather additional information about the prospective nominee's background and experience and report its findings to the Committee. The Committee then evaluates the prospective nominee against the specific criteria that it has established for the position.

If the Committee decides, on the basis of its preliminary review, to proceed with further consideration, members of the Committee, as well as other members of the Board as appropriate, interview the nominee. After completing this evaluation and interview, the Committee makes a recommendation to the full Board, which makes the final determination whether to nominate or appoint the new director after considering the Committee's report.

A stockholder who wishes to recommend a prospective nominee for the Board should notify the Company's Secretary or any member of the Nominating and Corporate Governance Committee in writing with whatever supporting material the stockholder considers appropriate. The Committee will also consider whether to nominate any person nominated by a stockholder pursuant to the provisions of the Bylaws relating to stockholder nominations as described in *Stockholder Nominations for Director* below.

## **Stockholder Nominations for Director**

Stockholders may nominate candidates for election as directors if they follow the procedures and comply with the deadlines specified in our Bylaws, as may be amended from time to time. A copy of our Bylaws is

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available to any stockholder who makes a written request to the Corporate Secretary. Stockholders may submit in writing recommendations for consideration by the Committee to our Corporate Secretary at 2800 Post Oak Boulevard, Suite 5450, Houston, Texas 77056.

Recommendations should contain a detailed discussion of the qualifications of each recommended candidate and any other material information the stockholder wants the Committee to consider. Director nominees should have the highest professional and personal integrity, values and ethics, and must be committed to representing the interests of all stockholders of the Company. They must also meet the criteria set by the Committee. Director nominees must have sufficient time to carry out their duties effectively. They must have mature judgment developed through business experience and/or educational background and must meet criteria of independence and expertise that satisfy applicable NYSE and legal regulations. Each individual nominee must have the potential to contribute to the effective functioning of the Board of Directors as a whole.

On February 5, 2009, the Company and Steel Partners II, L.P. ( Steel ) entered into a letter agreement (as amended, the Agreement ), pursuant to which Steel agreed not to seek to nominate any candidates to stand for election to the Board of Directors of the Company or engage in the solicitation of proxies with respect to the election or removal of directors or any other matter to be voted on at the 2009 Annual Meeting. The Company agreed to nominate a Steel designee for election to Class III of the Board at the 2009 Annual Meeting and to recommend the election and solicit proxies for the election of the Steel designee. Lawrence J. Ruisi was designated as the Steel designee. The Company also agreed that either Mr. Ruisi or Mr. Quicke would serve on the Audit Committee and the other would serve on the Compensation Committee, effective promptly following the 2009 Annual Meeting.

At the 2009 Annual Meeting, Mr. Ruisi was elected by the stockholders. Immediately following the 2009 Annual Meeting, Mr. Quicke joined the Compensation Committee and Mr. Ruisi joined the Audit Committee. Under the Agreement, the Company's obligations with respect to Mr. Ruisi's Board membership and the Committee memberships of Mr. Quicke and Mr. Ruisi were to cease if Steel's beneficial ownership fell below 5% of the outstanding Company shares. Steel's ownership did fall below 5% in mid-2009 and accordingly, Mr. Ruisi resigned from the Board and the Audit Committee in July 2009; however, the Board asked Mr. Quicke to remain on the Compensation Committee and Mr. Quicke agreed.

## **Stockholder Proposals**

Stockholder proposals intended for inclusion in our proxy materials for an Annual Meeting must be provided to us on a timely basis and satisfy the conditions set forth in Rule 14a-8 under the Securities Exchange Act of 1934 (the Exchange Act ). A stockholder proposal intended for inclusion in our proxy materials for the 2011 Annual Meeting of Stockholders must be submitted in writing before November 16, 2010 to the Secretary of the Company at 2800 Post Oak Boulevard, Suite 5450, Houston, Texas 77056. If a stockholder wishes to submit a proposal outside of the process of Rule 14a-8 under the Exchange Act, in order for such proposal to be considered timely for the purposes of Rule 14a-4(c) under the Exchange Act, the proposal must be received at the above address not later than January 30, 2011. In addition, our Bylaws require that proposals of stockholders made outside of Rule 14a-8 under the Exchange Act and nominations for the election of directors at the 2011 Annual Meeting of Stockholders must be submitted, in accordance with the requirements of our Bylaws, not earlier than December 30, 2010 nor later than January 29, 2011. Stockholders are also advised to review our Bylaws, which contain additional requirements about advance notice of stockholder proposals and director nominations.

## **Communication with Directors**

The Board of Directors has adopted the following process for stockholders and other interested parties to send communications to members of the Board. Stockholders and other interested parties may communicate with the Chairman, the chairs of the Audit, Compensation, and Nominating and Corporate Governance Committees of the Board, or with any of our other independent directors, by sending a letter to the following address: Rowan Companies, Inc., c/o Corporate Secretary, 2800 Post Oak Boulevard, Suite 5450, Houston, Texas 77056.

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### **Business Conduct Policies**

We have a Code of Business Conduct and Ethics that applies to all of our employees and directors and we have a Code of Ethics for Senior Financial Officers of the Company that applies to our chief executive, chief financial and chief accounting officers; both policies are available on our website [www.rowancompanies.com](http://www.rowancompanies.com) under Investor Relations Governance.

### **Related Party Transaction Policy**

Our Board of Directors has adopted a policy whereby all transactions with related parties must be made in compliance with the Sarbanes-Oxley Act and our Code of Business Conduct and Ethics. Such transactions must have a legitimate business purpose, and must be on terms no less favorable to us than could be obtained from unrelated third parties. Our Audit Committee is responsible for reviewing all related person transactions and potential conflict of interest situations involving employees and directors. Each of the transactions discussed below was reviewed by the Audit Committee and approved by the Board of Directors.

The Company employs an individual who is related to one of our named executive officers ( NEOs ). Since October 2008, Mr. Matt G. Keller has served as a marketing manager and is the brother of Mr. Mark A. Keller, our Executive Vice President, Business Development. Mr. Matt G. Keller previously served as the manager of certain of our properties used for business entertainment (from August 2006 until October 2008) and as a vice president of one of our manufacturing subsidiaries (from January 2002 to August 2006). In 2009, he received approximately \$156,000 in compensation (including \$125,609 in base wages, \$25,717 in profit sharing and bonus and \$4,353 in value from restricted stock vesting).

The Company purchases equipment and related services from S&N Pump Co. ( S&N ) from time to time, in the ordinary course of business. S&N employs the sister and brother-in-law of John L. Buvens, one of our NEOs and our Executive Vice President, Legal. S&N is owned and operated by the family of Mr. Buvens brother-in-law. Mr. Buvens has no role in purchases by the Company from S&N. The Company believes the amounts paid to S&N for equipment and services purchased were reasonable and reflected prices comparable to those charged by S&N to third parties for similar equipment and services. In 2009 and 2008, amounts paid to S&N were approximately \$2.7 million (approximately 7.5% of S&N sales) and \$1.5 million (approximately 6% of S&N sales).

## **PROPOSAL NO. 1**

### **ELECTION OF DIRECTORS**

Our Board of Directors has three classes with directors in each class elected to serve for three years, and until their successors are duly elected and qualified.

Class I has four directors who are standing for election in 2010;

Class II has four directors who will stand for election in 2011; and

Class III has three directors who will stand for election in 2012.

The four nominees for Class I directors standing for election at the 2010 Annual Meeting are: Messrs. Fox, Hearne, Lentz and Peacock. Information with respect to these nominees and our continuing directors is set forth below. It is the intention of the persons named in our proxy card, unless otherwise instructed, to vote to elect the Class I director nominees. In the event that any such nominee is unable or unwilling to serve as a director, discretionary authority is reserved to vote for a substitute. The Board of Directors has no reason to believe that any nominee named herein will be unable to serve if elected.

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### **Our Nominees for Class I Directors**

<b>William T. Fox III</b>	Formerly Managing Director responsible for the global energy and mining businesses of Citigroup, a corporate banking firm, from 1994 to 2003; retired in 2003. Mr. Fox also serves on the Board of Cloud Peak Energy Inc.
Age 64	
Director since 2001	
Class I	
<b>Sir Graham Hearne</b>	Formerly Chairman of Enterprise Oil plc, an oil and gas exploration and production company, from 1991 to 2002, and Chief Executive Officer from 1984 to 1991; retired in 2002. He also serves as the non-executive chair of Catlin Group Limited, Braemar Shipping Services Group plc, and Stratic Energy Corporation. He is a non-executive director of N.M. Rothschild & Sons Ltd. and Wellstream Holdings plc.
Age 72	
Director since 2004	
Class I	
<b>H. E. Lentz</b>	Chairman of the Board of Directors of the Company. Managing Director of Lazard Frères & Co., an investment banking firm, since June 2009. Formerly Managing Director of Barclays Capital, an investment banking firm and successor to Lehman Brothers, from September 2008 to March 2009. Advisory Director of Lehman Brothers from 2004 to September 2008. He also serves on the Boards of Peabody Energy Corp. and CARBO Ceramics, Inc.
Age 65	
Director since 1990	
Class I	
<b>P. Dexter Peacock</b>	Formerly Managing Partner of Andrews Kurth LLP, a law firm, retired as a Partner in 1997; Of Counsel to Andrews Kurth since 1997. He also serves on the Board of Cabot Oil & Gas Corporation.
Age 68	
Director since 2004	
Class I	

### **Recommendation of the Board**

**The Nominating and Corporate Governance Committee has recommended to the Board, and the Board also recommends, that the stockholders vote FOR the election of each of the Class I director nominees at the Annual Meeting to serve until the 2013 Annual Meeting and until their successors are duly elected and qualified.**

### **Our Continuing Directors**

<b>R. G. Croyle</b>	Formerly Vice Chairman and Chief Administrative Officer of the Company from August 2002 to December 2006; retired in 2006. He also serves on the Boards of Boots & Coots, Inc. and Magellan Midstream Partners, L.P., and previously served on the Board of Magellan Midstream Holdings GP, LLC.
Age 67	
Director since 1998	
Class II	
<b>Lord Moynihan</b>	Executive Chairman of Pelamis Wave Energy since August 2005. Senior Partner of London-based CMA, an energy advisory firm, since 1993. Executive Director of Clipper Windpower Inc. and Chairman of Clipper Windpower

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Age 54

Europe Limited, a wind turbine technology company, from 2004 to 2007. Active Member of the House of Lords since 1997 and Chairman of the British Olympic Association.

Director since 1996

Class II

**W. Matt Ralls**

President and Chief Executive Officer since January 2009. Executive Vice President and Chief Operating Officer of GlobalSantaFe Corporation, an international contract drilling company, from June 2005 until November 2007. Prior to that time, Mr. Ralls served as Senior Vice President and CFO of GlobalSantaFe. He also serves on the Board of Complete Production Services, Inc. and previously served on the Boards of El Paso Partners, Enterprise Products Partners L.P. and Enterprise Products, G.P.

Age 60

Director since 2009

Class II

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**John J. Quicke**

Age 60

Director since 2009

Class II

Mr. Quicke has served as a Managing Director and an operating partner of Steel Partners LLC, a global management firm, since 2005. Mr. Quicke is currently President, CEO and a director of Del Global Technologies Corp., an imaging and electronic systems company, and interim President and CEO and a director of Adaptec, Inc., a data storage solutions company. He is a director of WHX Corporation. Mr. Quicke previously served as a director of Angelica Corporation, Layne Christensen Company, and NOVTE Corporation. Previously Mr. Quicke served in various capacities at Sequa Corporation, a diversified manufacturer; from 2004 to 2005, he served as Vice Chairman and Executive Officer, and served as a director of Sequa from 1993 to 2005.

**Thomas R. Hix**

Age 62

Director since 2009

Class III

Business consultant since January 2003. Senior Vice President of Finance and Chief Financial Officer of Cooper Cameron Corporation, an oil and gas products and services company, from 1995 to 2003. He also serves on the Board of El Paso Corporation and previously served on the Board of TODCO from 2004 until it was acquired in 2007.

**Robert E. Kramek**

Age 70

Director since 2007

Class III

Past President of the Society of Naval Architects and Marine Engineers from 2007 to 2009. President, Chief Operating Officer and Director of the American Bureau of Shipping from 2003 through 2006. Mr. Kramek also serves on the Board of First Command Financial Services, Inc., an investment company.

**Frederick R. Lausen**

Age 72

Director since 2000

Class III

Formerly Vice President of Davis Petroleum, Inc., an oil and gas exploration and production company; retired in 2002.

**COMMITTEES OF THE BOARD OF DIRECTORS**

The Board of Directors has five standing committees: Audit, Compensation, Health, Safety & Environment, Nominating and Corporate Governance, and Executive. Information regarding these committees is provided below. The charters of the Audit, Nominating and Corporate Governance and Compensation Committees are available on the Company's website, [www.rowancompanies.com](http://www.rowancompanies.com) under Investor Relations Governance.

The members of the **Audit Committee** are:

William T. Fox III, Chair

Thomas R. Hix

Robert E. Kramek

The Audit Committee is directly responsible for the engagement, compensation and oversight of the independent registered public accounting firm engaged to issue an audit report on the Company's financial statements. In addition, the committee oversees our financial and accounting processes, certain compliance matters, performance of our internal audit function and our risk management assessment. The Audit Committee met five times during 2009. All of the members of the Audit Committee are independent within the meaning of SEC regulations and the listing standards of the New York Stock Exchange. The Board has determined that each of Mr. Fox and Mr. Hix are qualified as audit committee financial experts within the meaning of SEC regulations, and that they have accounting and related financial management expertise within the meaning of the listing standards of the New York Stock Exchange.



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The members of the **Compensation Committee** are:

P. Dexter Peacock, Chair

Sir Graham Hearne

H.E. Lentz

John J. Quicke

The Compensation Committee is responsible for reviewing and approving corporate goals and objectives relevant to the compensation of the Company's chief executive officer, evaluating the performance of the chief executive officer and, either as a committee or together with the other independent members of the Board, determining and approving the compensation level for the chief executive officer and making recommendations regarding compensation of other executive officers and certain compensation plans to the Board (the Board has delegated to the Committee the responsibility for approving these arrangements). Additional information on the roles and responsibilities of the Compensation Committee is provided under the heading *Compensation Discussion and Analysis*, below. In 2009, the Compensation Committee met six times. All of the members of the Committee are independent within the meaning of the listing standards of the New York Stock Exchange.

The members of the **Health, Safety & Environment Committee** are:

Lord Moynihan, Chair

Robert G. Croyle

Robert E. Kramek

The Health, Safety & Environment Committee reviews our performance and policies with respect to health, safety and environmental matters and makes recommendations to the Board regarding such matters. In 2009, the Health, Safety & Environment Committee met three times.

The members of the **Nominating and Corporate Governance Committee** are:

Sir Graham Hearne, Chair

William T. Fox III

Frederick R. Lausen

H.E. Lentz

Lord Moynihan

The Nominating and Corporate Governance Committee is responsible for developing and implementing policies and practices relating to corporate governance, including reviewing and monitoring implementation of the Company's Guidelines. In addition, the Committee assists the Board in developing criteria for open Board positions, reviews background information on potential candidates and makes recommendations to the Board regarding such candidates. The Committee also supervises the Board's annual review of director independence and the Board's annual self-evaluation, makes recommendations to the Board with respect to Committee assignments and oversees the Board's director education practices. The Committee met six times during 2009. All of the members of the Nominating and Corporate Governance Committee are independent within the meaning of the listing standards of the New York Stock Exchange.

The members of the **Executive Committee** are:

W. Matt Ralls, Chair

William T. Fox III

Sir Graham Hearne

H.E. Lentz

P. Dexter Peacock

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The Executive Committee serves primarily as a means for taking action requiring Board approval between regularly scheduled meetings of the Board. The Executive Committee is authorized to act for the full Board on matters other than those specifically reserved by Delaware law to the Board. In practice, the Committee's actions are generally limited to matters such as the authorization of transactions including corporate credit facilities and borrowings. The Executive Committee did not meet in 2009.

**DIRECTOR COMPENSATION AND ATTENDANCE**

In 2009, our non-employee directors received the compensation shown below, plus reimbursement for reasonable travel expenses. Mr. Ralls is an employee of the Company and does not receive any additional compensation for serving as a director.

	Annual Retainer	Meeting Fee	Telephonic Meeting Fee
Board of Directors	\$ 40,000	\$ 2,000	\$ 1,000
Audit and Compensation Committee (1)	\$ 15,000 (Chair)	\$ 2,000	\$ 1,000
HSE and NCG Committee	\$ 10,000 (Chair)	\$ 2,000	\$ 1,000
Chairman (2)	\$ 100,000		

(1) In May 2009, the Board approved increasing the annual retainer for the Chair of the Compensation Committee from \$10,000 to \$15,000.

(2) This retainer is in addition to the other retainers and meeting fees payable.

In 2009, each non-employee director received a grant of 3,000 restricted stock units ( RSUs ) under the 2009 Rowan Companies, Inc. Incentive Plan (the 2009 Plan ). Such RSUs vest on the date of the next annual meeting and are settled upon retirement from the Board. Newly elected non-management directors receive 1,000 RSUs upon election.

All of our incumbent directors attended 75% or more of the meetings of the Board and committees upon which they served during 2009. The Board of Directors held 11 meetings in 2009 (six in-person meetings and five telephonic meetings). Directors are strongly encouraged to attend our Annual Meetings of Stockholders, and each of our directors attended our 2009 meeting.

The following table shows the aggregate compensation awarded to or earned by our directors during 2009.

**Director Compensation for Fiscal Year 2009**

Name	Fees Earned or Paid in		Total (\$)
	Cash \$(1)	Stock Awards \$(2)(3)	
R. G. Croyle	59,000	52,170	111,170
William T. Fox III	85,000	52,170	137,170
Sir Graham Hearne	81,000	52,170	133,170
Thomas R. Hix (4)	38,667	69,560	108,227
John R. Huff (5)	34,000		34,000
Robert E. Kramek	68,000	52,170	120,170
Frederick R. Lausen	67,000	52,170	119,170
H. E. Lentz	171,000	52,170	223,170
Lord Moynihan	76,000	52,170	128,170
P. Dexter Peacock	95,000	52,170	147,170
John J. Quicke	56,000	65,140	121,140
Larry Ruisi (6)	21,667	69,560	91,227

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- (1) Amounts reflect retainer and meeting fees earned in 2009.
- (2) The amount in the table reflects the aggregate grant date fair value related to the 2009 grants (3,000 RSUs awarded to each continuing director and 1,000 RSUs granted to each new director), based upon the number of RSUs awarded and the fair market value of our common stock on the grant date calculated in accordance with FASB ASC Topic 718. We account for RSU awards as a liability award under ASC 718. A discussion of the assumptions used in calculating the grant date fair value is set forth in Note 7 of the Notes to Consolidated Financial Statements in our 2009 Annual Report on Form 10-K. The aggregate number of RSUs held by each director is shown in Security Ownership of Certain Beneficial Owners and Management below.
- (3) No amounts were expensed in 2009 in connection with stock option awards. We have not issued stock options to non-employee directors since 2004 and all outstanding options are fully vested. The aggregate number of stock options held by each director is shown in Security Ownership of Certain Beneficial Owners and Management below.
- (4) Mr. Hix was elected to the Board in May 2009.
- (5) Mr. Huff retired from the Board in May 2009.
- (6) Mr. Ruisi was elected to the Board in May 2009 and resigned from the Board in July 2009.

**SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT**

The following tables show the beneficial ownership of outstanding shares of our common stock as of February 26, 2010 (based on 113,834,940 shares outstanding as of that date) for the following persons:

Each director or nominee;

Our principal executive officer, our principal financial officer and the other three highest paid officers of the Company during 2009; and

All of our directors and executive officers as a group.

For our directors and officers, the information includes shares that could be acquired through April 27, 2010 by the exercise of stock options. As of February 26, 2010, none of the shares shown below were pledged. Unless otherwise indicated, each individual has sole voting and dispositive power with respect to the shares shown below. None of the officers or directors owns one percent or more of our common stock (other than the group ownership noted in footnote 6 to the table).

	Restricted(1)	Shares	Savings Plan(2)	Options
<i>Directors:</i>				
R. G. Croyle	10,127	11,958		204,020
William T. Fox III	17,169	9,000		6,000
Sir Graham Hearne	14,002	1,000		10,000
Thomas R. Hix	4,000			
Robert E. Kramek	10,127			
Frederick R. Lausen (3)	17,169	23,000		6,000
H. E. Lentz (4)	17,169	39,100		6,000
Lord Moynihan (5)	17,169	4,000		6,000
P. Dexter Peacock	14,002	3,500		10,000
John J. Quicke (6)	4,000			
W. Matt Ralls	89,874	175		
<i>Other NEOs:</i>				
D. P. Russell	84,796	9,624	10,286	32,822
M. A. Keller	72,107	56,071	4,447	130,495
J. L. Buvens	30,050	28,879		94,672

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W. H. Wells	29,995	23,529	12,133	56,983
<i>All Directors and Executive Officers as a group (24 persons) (7)</i>	601,286	265,963	31,888	697,875

- (1) For each of our non-management directors, amounts shown are RSUs that are fully vested and may be converted to cash or stock upon a director's termination of service from the Board. For each of our officers, amounts shown are shares of restricted stock over which such officer has voting power but not dispositive power.

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- (2) Savings Plan participants have sole voting power and limited dispositive power over such shares.
- (3) Mr. Lausen's shares are owned jointly with his wife.
- (4) Includes 100 shares held in a trust for the benefit of Mr. Lentz's adult son and Mr. Lentz serves as trustee. Mr. Lentz disclaims beneficial ownership of such shares.
- (5) Shares held by Lord Moynihan include 3,000 shares held indirectly through a pension trust.
- (6) Mr. Quicke is part of a group for purposes of Section 13(d)(3) of the Securities Exchange Act of 1934 and may be deemed to beneficially own 1,745,017 shares (or approximately 1.5% of outstanding shares) owned or controlled by Steel Partners II, L.P. as of December 31, 2009. Mr. Quicke disclaims beneficial ownership of such shares.
- (7) Aggregate amount beneficially owned represents 0.8% of our outstanding shares of common stock.

As of February 26, 2010, the Company did not know of any person who beneficially owned in excess of 5% of the Company's outstanding shares of common stock, except as set forth in the table below:

<b>Name and Address of Beneficial Owner</b>	<b>Shares Beneficially Owned</b>	<b>Percent of Class (1)</b>
First Pacific Advisors, LLC (2) 11400 West Olympic Blvd., Suite 1200 Los Angeles, CA 90064	7,041,600	6.2%
BlackRock, Inc.(3) 40 East 52 <sup>nd</sup> Street New York, NY 10022	15,146,379	13.3%
State Street Corporation (4) State Street Financial Center One Lincoln Street Boston, MA 02111	5,907,895	5.2%
Vanguard Group, Inc.(5) 100 Vanguard Blvd Malvern, PA 19355	5,718,590	5.0%

- (1) Based on 113,834,940 shares of common stock issued and outstanding as of February 26, 2010.
- (2) As reported on Schedule 13G (filed with the SEC on February 11, 2010) by First Pacific Advisors, LLC ( FPA ), Robert L. Rodriguez, Managing Member of FPA and J. Richard Atwood, Managing Member of FPA and Steven T. Romick, Managing Member of FPA. FPA, in its capacity as investment adviser to its various clients, may be deemed to be the beneficial owner of the shares reported above, as in its capacity as investment adviser it has the power to dispose, direct the disposition of, and vote the shares of the issuer owned by its clients. Each of Messrs. Rodriguez, Atwood and Romick, as part-owners and Managing Members of FPA, is a controlling person of FPA and may be deemed to beneficially own such shares, and each disclaims beneficial ownership of such shares.
- (3) As reported on Schedule 13G (filed with the SEC on January 8, 2010) by BlackRock, Inc. and certain of its subsidiaries. BlackRock reports sole investment and sole dispositive power with respect to all shares reported above.
- (4) As reported on Schedule 13G (filed with the SEC on February 12, 2010) by State Street Corporation, acting in various fiduciary capacities. The reporting person has shared voting and dispositive power of the shares reported above, and disclaims beneficial ownership of such shares.
- (5) As reported on Schedule 13G (filed with the SEC on February 8, 2010) by Vanguard Group Inc. The filing reports sole voting power over 181,245 shares, sole dispositive power over 5,556,645 shares and shared dispositive power over 161,945 shares.

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**COMPENSATION COMMITTEE REPORT**

The Compensation Committee (the Committee) has reviewed and discussed the Compensation Discussion and Analysis, as provided below, with management. Based on its review and discussions, the Compensation Committee recommended to the Board that the Compensation Discussion and Analysis be included in this proxy statement.

*The Compensation Committee of the Board of Directors*

P. Dexter Peacock, Chairman

Sir Graham Hearne

H. E. Lentz

John J. Quicke

March 4, 2010

**COMPENSATION DISCUSSION AND ANALYSIS**

**Our Compensation Committee**

In 2009, our Compensation Committee (the Committee) was composed of four independent board members: P. Dexter Peacock, Chairman, Sir Graham Hearne, H. E. Lentz and John J. Quicke. Mr. Peacock, with input from the other Committee members, directs the agenda for each meeting of the Committee and seeks input from management and the Committee's independent compensation consultant.

Typically, the Company gathers information requested by the Committee and management makes recommendations with respect to certain compensation matters and ensures that the Committee members receive materials in advance of a meeting. Mr. Peacock usually invites each of our CEO, Senior Vice President & CFO and Vice President, Human Resources, to attend the Committee meetings. During each Committee meeting, members of management are excused to permit the Committee to meet alone with its advisors and in executive session.

Our NEOs are all corporate officers of the parent company. Employees of our Manufacturing Division have compensation and benefit plans that are similar but not identical to our corporate employees and Drilling Division employees.

**Objectives of Our Compensation Program**

The Committee's goals in setting compensation for our NEOs are to:

Provide a direct relationship between executive pay and Company performance, both on a short-term and a long-term basis;

Emphasize financial and/or operational performance measures that contribute to value creation over the longer term;

Align management's interests with those of our stockholders;

Support our strategic plan and motivate our executives to fulfill that plan;

Ensure that our compensation levels are competitive with peer companies in order to retain and motivate our executives; and

Ensure that a significant portion of compensation of our senior management is performance-based and therefore at risk of forfeiture since those officers have the greatest ability to affect the Company's performance.

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### **Role of the Compensation Consultant**

Each year, the Committee retains a compensation consultant to assist in the continual development and evaluation of compensation policies and the Committee's determinations of compensation awards. The Committee's consultant attends Compensation Committee meetings, meets with the Committee without management present and provides third-party data, advice and expertise on proposed executive and director compensation and plan designs. At the direction of the Committee, the consultant reviews management recommendations and advises the Committee on the matters included in the materials, including the consistency of proposals with the Committee's compensation philosophy and comparisons to programs at other companies. At the request of the Committee, the consultant also prepares its own analysis of compensation matters, including positioning of programs in the competitive market and the design of plans consistent with Committee's compensation philosophy.

For the first half of 2009, the Committee engaged Hewitt Associates (Hewitt) as its compensation consultant. Hewitt did not provide other services to the Company. In the second half of 2009, the Committee engaged Cogent Compensation Partners (Cogent) for advice on all executive compensation matters going forward. Cogent does not provide other services to the Company.

### **Comparative Information Utilized by the Committee**

The Committee believes it is imperative to ensure that our compensation program is in line with the market in which we compete for talent. In 2009, the Committee reviewed data from two groups of companies—a direct peer group and a broader energy group. For both of the groups, Hewitt gathered data from both publicly available and other sources of compensation survey information, reviewed raw data and performed regression analyses, where necessary, in assessing market compensation data to provide appropriate comparisons based on company size, complexity and performance, and individual role and job content.

In 2009, the Committee utilized the following direct peer group:

Atwood Oceanics, Inc.	Noble Corporation
Diamond Offshore Drilling, Inc.	Patterson-UTI Energy, Inc.
ENSCO International plc	Pride International, Inc.
Helmerich & Payne, Inc.	Transocean Ltd.
Nabors Industries Ltd.	Unit Corporation

The broader energy group consisted of 21 oil and gas and energy services companies, with median revenues of approximately \$2.0 billion. The Committee used this group data as a point of reference, but typically based its decisions with reference to the direct peer group.

Ameron International Corporation	El Paso Corporation	Noble Energy, Inc.
Baker Hughes Incorporated	Equitable Resources Inc.	Pioneer Natural Resources
BJ Services Company	Exterran Holdings, Inc.	Plains Exploration & Production
Cabot Oil & Gas, Inc.	FMC Technologies Inc.	Pride International, Inc.
Cameron International Corporation	Forest Oil Corporation	Schlumberger Limited
Chicago Bridge & Iron Company	Newfield Exploration Corporation	Southwestern Energy Company
Cimarex Energy Company	Noble Corporation	St. Mary Land & Exploration Co.

The Committee reviews comparator groups annually and updates the groups as appropriate to ensure the Committee is reviewing size-appropriate companies against which the Company competes for talent and stockholder investment. The Committee reviews comparative information for each component of compensation (including base salary, short- and long-term compensation and other benefits). The Committee has deliberately not set a percentile target for compensation but rather subjectively considers each individual situation, including experience, tenure in current position and individual performance.



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In October of 2009, based on a review by its independent advisor, the Committee approved changes to the definition of its competitive market. These changes included removing Nabors Industries from the direct peer group since, in the opinion of our consultant, Nabors' pay policies are not considered typical market practices. Additionally, the Committee decided not to use the broader energy group after 2009. In 2010, the Committee is using a reference group of energy industry companies with similar size and business characteristics in order to achieve better statistical validity in its market comparisons. No compensation decisions were made in 2009 based on the updated direct peer group or the reference group.

### **No Compensation Adjustments in 2009; Discontinuance of Profit Sharing Plan**

In 2009, given industry conditions, management of the Company suggested, and the Committee and the Board agreed, that no adjustments to base salary, short-term incentive targets or long-term incentive targets should be made for any of the Company's officers. In addition, the Company discontinued its broad-based profit sharing plan for the foreseeable future.

### **Role of CEO in Compensation Decisions**

In 2009, our CEO performed the following functions in our compensation decision process:

Recommended that no changes be made to base salaries, short-term or long-term incentive targets given the drilling industry and financial market conditions;

Recommended changes to the short-term and long-term plans to ensure more direct alignment with strategic initiatives and long-term stockholder value;

With the management team, developed short-term and long-term goals to be considered by the Committee for the annual incentive plan and the long-term incentive plan;

Approved other elements of compensation or personnel matters including:

Changes in pay or title to employees below the NEOs;

Levels of equity awards for executives below the NEO level and for key non-officer employees under the 2009 Plan; and

Agreements or arrangements relating to the terms of employment, continued employment or termination of employment with respect to employees below the officer level.

After review of the CEO's recommendations and a review of all relevant compensation data presented to the Committee, the Committee made its own assessment and recommendations to the Board of Directors regarding the compensation package for each NEO.

### **Elements of Compensation**

An executive's compensation consists of:

Base salary paid in cash;

Annual incentive paid in cash;

Annual award under the long-term incentive plan;

Perquisites; and

**Benefits.**

The balance among these components is established annually by the Committee and is designed to recognize past performance, retain key employees and encourage future performance. When conducting its annual deliberations, the Committee reviews each component against both historical and recent comparative statistics as well as anticipated trends in compensation with reference to the comparator groups.

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**Base Salary.** The base salaries for NEOs are reviewed annually by the Committee. For each NEO, the Committee reviews pay information for such position among our comparator companies to ensure the NEO salaries remain competitive. The Committee does not target a specific percentile of the market data since it feels the competitive conditions and the circumstances of the individual need to be considered, such as tenure in the position, responsibilities of the position as well as the individual's performance. There is no specific weighting given to each factor.

For the NEOs below the CEO, the Committee also receives a recommendation from the CEO as to suggested salary adjustments. The Committee considers those recommendations and receives a performance review of each member of management from the CEO. Utilizing all of this information, the Committee then determines what, if any, salary adjustment will be made.

**Annual Incentive Compensation.** In 2009, the NEOs participated in a targeted bonus plan (the 2009 Bonus Plan). Each participant in the 2009 Bonus Plan has an incentive target that is a percentage of base salary. Awards are generally based on performance of the Drilling Division, which provides the large majority of the Company's earnings. Approximately 320 employees participated in the 2009 Bonus Plan. The plan used five financial and operational metrics, as described below, each based on the Drilling Division's performance. The bonus pool could be as low as zero or as high as 200% of target depending on the achievement of the metrics shown below.

Metric	Percent of Possible Bonus Pool	Percent of Metric Achieved in 2009	Funding of Bonus Pool
Achievement of budgeted EBITDA for 2009 (1)	25%	36%	9%
Actual costs compared to 2009 budget (2)	25%	200%	50%
Safety performance (3)	20%	200%	40%
Capital projects: (4)			
<i>Newbuild construction</i>	15%	200%	30%
<i>Other capital projects</i>	5%	100%	5%
Contracted non-productive time (5)	10%	61%	6%
<b>Total:</b>	<b>100%</b>		<b>140%</b>

- (1) The 2009 Drilling Division EBITDA (earnings before interest, taxes, depreciation and amortization) was 87.3% of budget, which resulted in an achievement of 36% of the allocation of this metric.
- (2) Actual costs are Drilling operations' costs plus selling, general and administrative costs, excluding insurance costs and reimbursables. The 2009 actual costs were 89.4% of budget, which resulted in an achievement of 200% of the allocation of this metric.
- (3) Safety performance is derived from Drilling Division internal incident reporting by comparing the trailing total recordable incident rate (TRIR) with Company goals. The target metric for safety was set as a 20% improvement over 2008 TRIR results, or a 2.0 TRIR. In 2009, the Drilling Division had record safety results, with a TRIR of 1.53, a 42% improvement over 2008, which resulted in an achievement of 200% of the allocation of this metric.
- (4) Of the 20% capital projects goal, 15% is based on construction of our newbuild offshore jack-up rigs remaining on time and on budget. As of December 31, 2009, our newbuild projects are 1.2% under budget and remain on schedule, which resulted in an achievement of 200% of the allocation of this portion of the metric. The remaining 5% of this capital projects goal is determined by other capital expenditure projects and adherence to schedule, budget, work readiness upon leaving the shipyard, use of our project software and certain other qualitative factors. The results of these capital projects were at target, or 100% of the allocation of this portion of the metric.
- (5) Contracted non-productive time refers to any period when a rig is on location and under contract but not operational due to equipment failure or other unplanned stoppage. In an effort to reduce non-productive time, the target for this metric was set at a 25% reduction from the 2008 level, and the threshold was set at a 10% reduction. Non-productive downtime was reduced by 13% in 2009, which resulted in an achievement of 61% of the allocation of this metric.

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Once the Committee approved the calculation of the achievement of the metrics as shown above, the Committee funded the 2009 Bonus Plan pool at 140%. For three of our officers, Messrs. Ralls, Buvens and Wells, given their responsibilities regarding our Manufacturing Division, 10% of their target bonuses were determined with reference to the Manufacturing Division bonus plan, which employed market segment and company-wide targets for revenues and margins, cost control and profitability, cash flow, safety and inventory reduction among others. Taking into account the Manufacturing Division's 2009 performance, which achieved an average 158% payout versus target, the bonus allocation for Messrs. Ralls, Buvens and Wells increased from 140% to 141.8%.

The Committee then approved the 2009 bonus for our CEO, taking into account the Board's evaluation of Mr. Ralls' performance in 2009, and approved the bonuses to be paid to our NEOs. The CEO then allocated the remaining bonus pool among the Company's operating and corporate groups based on each group's performance.

**Long-Term Incentive Compensation.** In 2009, awards were made by determining a dollar amount of targeted compensation to be delivered to the NEO (based on a multiple of base salary), and then granting equity awards that have a calculated value equal to that amount on the date of grant. In 2009, the Committee determined to provide the long-term incentive value by awarding 50% of the target amount in shares of restricted stock and 50% in stock appreciation rights (SARs). Such awards were made under the stockholder-approved 2009 Plan:

*Restricted Stock:* 50% of the targeted value was delivered in shares of restricted stock that vest in equal installments over a three-year period. Dividends, if any, accrue from the date of grant and are paid at the time of vesting. The value of restricted stock granted was determined by the fair market value (defined in the 2009 Plan as the volume weighted average price of the Company's common stock on the day of grant), discounted by 4% to reflect the time-based restrictions on the stock.

*SARs:* 50% of the targeted value was delivered in SARs that vest in equal installments over a three-year period. The value of the SARs granted was based on a Black-Scholes valuation that provided a 55.23% value compared to fair market value on the date of grant.

Effective January 1, 2009, W. Matt Ralls became the Chief Executive Officer of the Company. In the first few months of 2009, Mr. Ralls and the management team developed the Company's strategic plan, which included many strategic initiatives that the management team and the Board of Directors believed were critical to enhance long-term stockholder value. As described below under "2009 Adoption of Strategic Equity Scorecard Approach," the Committee has devised a new long-term incentive approach to ensure that management remains focused on achieving the Company's strategic objectives. Due to the timing of Mr. Ralls' hiring and the adoption of the strategic plan, this new approach was not in place for 2009 awards.

Annual LTIP awards are expected to be made in March of each year. Any equity awards to newly hired executive officers below the NEO level are recommended by the CEO and approved by the Committee at the next regularly scheduled Committee meeting on or following the hire date. Since 2003, all option or SAR grants have had market-based exercise prices.

The Committee believes that the design of the Company's compensation program is generally appropriate and competitive. The Committee made significant changes to the annual incentive plan and the long-term incentive program during 2009, as described below, in light of economic and industry conditions.

### **2009 Adoption of Strategic Equity Scorecard Approach**

In 2009, the Committee revised the long-term incentive compensation program for the Company in order to more closely align executive behavior with the strategic long-term objectives of the Company. The Committee believes that the offshore drilling industry presents unique challenges in designing a long-term incentive program, such as:

Highly capital intensive;

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Long lead times on capital decisions;

Very cyclical demand;

Tied to volatile commodity prices and demands;

Current managers live with capital decisions made by previous management teams; and

Values depend heavily on the stage of the industry cycle.

Despite these challenges, retaining and motivating managers through the cycle is critical to creating stockholder value over time. Due to the cyclical nature of the drilling industry and the resulting stock price volatility, traditional long-term incentive equity approaches fall short of providing meaningful performance linkage for the Company and the executive. Traditional incentive-based awards, such as restricted stock, lack a sufficient motivational performance component, and performance-based equity relies too heavily on long-term goal setting or stock market-based results. Traditional performance-based awards also fail to measure significant progress towards multi-year strategic objectives and tend to focus only on the completion of long-term goals. The Committee considered traditional approaches to granting equity, but in 2009, chose the scorecard approach, which it believes is truly suited to the Company's current situation and the long-term benefit of its stockholders.

Scorecard Approach. The scorecard approach allows the Company to reward executives for decisions that maximize the long-term health of the Company and that translate into long-term stockholder value creation. The scorecard provides a meaningful tool for the Company to communicate critical strategic objectives. This requires the executive to be accountable in the long-term for decisions made in the short-term.

The Committee will use the scorecard to measure financial and operational results and then determine the executives' long-term incentive grant value based on Company-wide results. The scorecard approach permits the Committee to adjust the value of the award based on the Company's performance against annual strategic objectives.

Scorecard Process. The process for the strategic scorecard is:

In the first quarter of the year, the Company and the Committee agree on the top strategic priorities that will be included in the scorecard (typically three to five goals);

These priorities are outlined on a scorecard;

At the end of the year, the Committee evaluates management's assessment of Company performance against these objectives and progress toward long-term priorities, with specific criteria for each objective;

The Committee then determines a grade for each priority and an overall grade for the Company on the strategic objectives;

The overall Company grade is applied to the target long-term incentive value for all participants (the highest grade would equate to 125% of target value, the lowest grade would equate to 75% of target value); and

The CEO recommends individual allocation to the NEOs based on individual performance.

2009 Goals. In 2009, the following strategic objectives were agreed upon by the Company and the Committee:

Grow and diversify the rig fleet

Grow the earnings power of the fleet

Enhance leadership development

Maximize stockholder value from Manufacturing Division

Enhance tone at the top

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In March 2010, the Committee assessed performance against each of these strategic objectives and subjectively determined a grade for each priority and an overall Company grade. This grade was then used to set the long-term incentive value for participants' 2010 restricted stock portion of the long-term incentive award.

### **Perquisites**

The Company provides NEOs with perquisites and other personal benefits that the Company and the Committee believe are reasonable and consistent with its overall compensation program. Executives are provided with the following benefits as a supplement to other compensation:

*Use of Company vehicle or vehicle allowance:* In the past, we provided each NEO with a vehicle for use for travel to and from the office and business-related events. We provided vehicles historically based on distance likely traveled and the individual's need to transport employees, customers, vendors, investors and others for business purposes. We paid for all maintenance, insurance and gasoline for such vehicles. In 2008, we began phasing out many of our vehicles and most of our officers have elected instead to receive a car allowance of \$15,000 per year. In 2009, all of our NEOs other than Mr. Keller elected to receive the car allowance. Mr. Ralls does not use a Company vehicle and does not receive a car allowance.

*Use of club membership:* We pay for the initiation fee and monthly membership fees for certain golf or social clubs for certain of our NEOs. We have encouraged certain members of management to belong to a golf or social club so that they may have an appropriate entertainment forum for business purposes.

*Use of Company entertainment facilities and airplanes:* In 2009, we held sporting and other entertainment event tickets to entertain customers and vendors and for Company team-building. Sometimes, our employees are permitted to bring family members while entertaining third parties. For some of these events, Company-owned aircraft were used for travel. None of the NEOs or their family members used Company-owned aircraft for personal travel in 2009.

*Executive physical program:* At our expense, each NEO is encouraged to have a complete and professional personal physical exam periodically.

*Supplemental retirement plan:* Each NEO receives incremental retirement benefits under the Company's supplemental retirement plan. This plan was amended in July 2009 to include cash balance and Savings Plan benefits on compensation in excess of IRS limits.

### **Benefits**

The NEOs also participate in the Company's other benefit plans on the same terms as other employees. These plans include a defined contribution plan, for which the Company matches 100% of the first 6% of eligible salary contributed by the employee, a defined benefit pension plan, and medical, dental and term life insurance.

### **Employment Contracts and Severance Arrangements**

We do not have any employment agreements or severance arrangements with our NEOs, other than related to a change in control as described below. For pension and benefit restoration plan (SERP) benefits payable as of December 31, 2009 upon a voluntary termination, involuntary termination or a change of control, please see the Potential Post-Employment Payment Table on page 30.

In December 2007, the Committee and the Board approved change in control agreements (CIC Agreements) with each of the executive officers, including the NEOs. In December 2008, the Company entered into a CIC Agreement with our new CEO, W. Matt Ralls. The CIC Agreements provide that, in the event the employment of the executive officer is terminated or modified under certain circumstances following a change in control of the Company (so-called double trigger agreements), the Company will pay the executive officer:

A multiple of the sum of the executive officer's base salary and calculated bonus;

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A calculated payment under the then current short-term incentive bonus opportunity;

An amount equal to any forfeited account balance or accrued benefit under tax qualified plans maintained by the Company; and

Any accrued but unused vacation pay.

The multiple of base salary and calculated bonus used for the change in control payment calculation is 2.99 for the chief executive officer, 2.0 for the other NEOs and 1.0 for all other executive officers. The CIC Agreements also provide for a parachute tax gross-up, medical coverage for a transition period and outplacement services. A supplement to the CIC Agreements provides that equity awards held by the officer will generally become fully vested and exercisable upon a change in control. Options will be exercisable until the earlier of the second anniversary of the change in control or the expiration of the original exercise period, and performance shares will be paid out at the target value of the award, with proration based on the timing of the change in control within the performance period. The Committee has committed not to include excise tax gross up provisions in future contractual arrangements with new NEOs.

Set forth below are the actual payments that would be made to each listed executive under the CIC Agreements in the event his employment is terminated or modified following a change in control of the Company. The payments listed below assume a termination date of December 31, 2009. These amounts are estimates only, as the actual obligation can only be determined at the time of the executive's separation from the Company.

**Potential Payments Upon Change in Control(1)**

Payments	Ralls	Russell	Keller	Buvs	Wells
Severance	\$ 4,784,000	\$ 1,463,120	\$ 1,272,067	\$ 1,155,978	\$ 1,135,129
Pro rata bonus payment	1,156,000	375,700	303,450	275,706	275,706
Nonvested stock option/SAR	1,553,307	355,462	263,183	204,341	204,341
Nonvested restricted stock	2,034,747	1,919,781	1,632,502	680,332	679,087
Long-term incentive plan payment		677,177	537,821	450,944	477,004
Retirement benefit payment	22,739				
Welfare benefit values	24,141	18,782	16,094	18,782	16,094
Outplacement	25,000	25,000	25,000	25,000	25,000
Excise tax and gross-up	2,728,355	1,056,179	784,219		624,776
Aggregate payments	\$ 12,328,289	\$ 5,891,201	\$ 4,834,336	\$ 2,811,083	\$ 3,437,137

(1) These amounts are also payable in the event the listed executive's employment is terminated by death or disability following a change in control.

**Director Compensation**

In 2009, the Committee reviewed all aspects of non-management director compensation. Although the Committee believes non-management director compensation was below market, given the 2009 drilling industry and financial market conditions, the Committee determined not to make any adjustments at that time.

**Clawback Provision of 2009 Plan**

Our 2009 Plan contains a clawback provision that provides that, if within five years of the grant or payment of an award under the 2009 Plan, (1) the Company's reported financial or operating results are subject to a material negative restatement or (2) a participant engages in conduct which is fraudulent, negligent or not in good faith, and which disrupts, damages, impairs or interferes with the business, reputation or employees of the Company or its affiliates (as determined in the sole discretion of the Committee), then in each case the Committee may, in its discretion, seek to recoup all or a portion of such grant or payment.



**Table of Contents****Stock Ownership Guidelines**

We believe it is important for our officers and directors to build and maintain a significant personal investment in our common stock. In January 2006, the Board of Directors approved these stock ownership guidelines for our NEOs, and in October 2007, the Board approved the stock ownership guideline for non-management directors:

<b>Position</b>	<b>Value to be Retained</b>
CEO	Five times base salary
Other NEOs	Three times base salary
Non-management Directors	Five times annual cash retainer

To facilitate implementation of these guidelines, an officer is required to retain 35% of available shares received pursuant to equity grants (including outstanding restricted stock and any restricted stock award, performance awards or stock option or SAR grants made after January 2006) until his ownership guideline is met, at which time the retention level is reduced to 15%. The retention requirement does not apply once an officer reaches 200% of the applicable ownership guideline or upon the age of 60. Available shares are shares remaining after payment of taxes, fees, commissions and any exercise price. For our non-management directors, the individual has five years to meet the guideline, and ownership of RSUs counts toward such retention.

**Indemnification Agreements**

The Company has entered into an indemnification agreement with each of our NEOs and non-management directors (as well as certain other officers of the Company). These agreements provide for us to, among other things, indemnify the individual against certain liabilities that may arise by reason of his or her status or service as a director or officer, to advance expenses incurred as a result of certain proceedings and to cover him or her under our directors and officers liability insurance policy. These agreements are intended to provide indemnification rights to the fullest extent permitted under Delaware law and under our governing documents.

**Accounting for Stock-Based Compensation**

On January 1, 2006, the Company began accounting for stock-based compensation including its LTIP awards, in accordance with the requirements of SFAS No. 123R, now codified as FASB ASC Topic 718.

**Limitation of Deductions**

Section 162(m) of the Internal Revenue Code generally limits the deductibility of executive compensation paid to the Company's NEOs to \$1 million per year for federal income tax purposes, but contains an exception for certain performance-based compensation. In making compensation decisions, the Committee considers the potential deductibility of proposed compensation to its executive officers and will continue to do so in the future. However, the Committee may elect to approve non-deductible compensation arrangements if the Committee believes that such arrangements are in the best interests of the Company and its stockholders.

**Table of Contents****EXECUTIVE COMPENSATION**

The following table summarizes executive compensation received by our NEOs for 2007, 2008 and 2009.

Name and Principal Position	Year	Salary (2)	Bonus (3)	Stock Awards (4)	Option Awards (5)	Non-Equity Incentive Plan Compensation (6)	Change in Pension Value and Nonqualified Deferred Compensation (7)	All Other Compensation (8)	Total
W. Matt Ralls, President & CEO (1)	2009	\$ 800,000	\$ 1,134,440	\$ 1,500,000	\$ 1,410,928	\$	\$ 60,841	\$ 7,350	\$ 4,913,559
	2008	60,605			716,000		3,014		779,619
David P. Russell, EVP, Drilling Operations	2009	\$ 400,000	\$ 365,000	\$ 650,000	\$ 611,394	\$	\$ 148,715	\$ 25,211	\$ 2,200,320
	2008	400,000	306,393	968,291		75,807	315,739	30,474	2,096,704
	2007	340,000	331,520	557,751		65,000	95,214	16,902	1,406,387
Mark A. Keller, EVP, Business Development	2009	\$ 350,000	\$ 295,000	\$ 481,250	\$ 452,674	\$	\$ 126,333	\$ 19,588	\$ 1,724,845
	2008	350,000	240,836	846,733		67,864	260,870	22,832	1,789,135
	2007	325,000	271,050	479,886		62,750	89,505	28,432	1,256,623
John L. Buvens, EVP, Legal	2009	\$ 318,000	\$ 275,000	\$ 373,650	\$ 351,466	\$	\$ 150,220	\$ 19,288	\$ 1,487,624
	2008	318,000	219,043	269,156		61,433	284,796	23,050	1,175,478
	2007	294,000	225,791	434,093		58,100	51,681	14,614	1,078,279
William H. Wells, SVP and CFO	2009	\$ 318,000	\$ 265,000	\$ 373,650	\$ 351,466	\$	\$ 93,142	\$ 19,288	\$ 1,420,546
	2008	318,000	219,289	269,156		61,187	145,002	23,050	1,035,684
	2007	289,000	199,368	426,738		57,100	34,866	17,198	1,024,270

- (1) Mr. Ralls joined the Company in December 2008 and became President and CEO effective January 1, 2009.
- (2) Amounts reflect annual salaries effective April 1 of the year indicated, except the 2008 amount for Mr. Ralls, which reflects base wages paid in 2008.
- (3) Amounts for 2009 reflect awards under the 2009 Bonus Plan that were paid in March 2010. Amounts for 2008 reflect awards under the 2008 Bonus Plan that were paid in March 2009. Amounts for 2007 reflect awards under the 2007 Bonus Plan and additional special bonus awards that were paid in February 2008.
- (4) Amounts for 2009 reflect aggregate grant-date fair values for 2009 restricted stock awards, which were computed in accordance with FASB ASC Topic 718. Each of the following restricted stock awards was valued at \$16.69 per share: Ralls 89,874 shares; Russell 38,946 shares; Keller 28,836 shares; Buvens 22,389 shares; and Wells 22,389 shares.

Amounts for 2008 reflect aggregate grant-date fair values for 2008 restricted stock awards, which were computed in accordance with FASB ASC Topic 718, and performance share targets, which are based on the probable outcome of performance conditions. Each of the following restricted stock awards was valued at \$40.56 per share: Russell 11,544 shares; Keller 8,547 shares; Buvens 6,636 shares; and Wells 6,636 shares. Each of the following restricted stock awards was valued at \$14.71 per share: Russell 33,995 shares and Keller 33,995 shares; these shares were granted to Messrs. Russell and Keller as retention awards during our CEO transition period.

Amounts for 2007 reflect aggregate grant-date fair values for 2007 restricted stock awards, which were computed in accordance with FASB ASC Topic 718, and performance share targets, which are based on the probable outcome of performance conditions. Each of the following restricted stock awards was valued at \$37.93 per share: Russell 12,477 shares; Keller 10,734 shares; Buvens 9,711 shares; and Wells 9,546 shares. Each of the following performance share targets was valued at \$37.79 per share: Russell 2,236 shares; Keller 1,925 shares; Buvens 1,740 shares; and Wells 1,711 shares.

- (5) Amounts for 2009 and 2008 reflect grant-date fair values for such awards, computed in accordance with FASB ASC Topic 718. The 2009 SAR awards were valued at \$9.03 per share: Ralls 156,249 shares; Russell 67,707 shares; Keller 50,130 shares; Buvens 38,922 shares;

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- and Wells 38,922 shares. The 2008 stock option award was valued at \$7.16 per share: Ralls 100,000 shares.
- (6) Amounts for each year reflect awards under the Profit Sharing Plan that were paid in the first quarter of the following year. In each of 2007 and 2008, the award was the maximum payout (20% of base salary) under the Profit Sharing Plan. There was no Profit Sharing Plan in 2009.
  - (7) Amounts reflect the aggregate increase during the applicable year in the actuarial present value of accumulated retirement plan benefits. The Company does not have a non-qualified deferred compensation plan. See pages 29 and 30 for further information regarding NEO retirement benefits.
  - (8) All other compensation for 2009 included the following amounts:

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Name	Company Contributions to Savings Plan (a)	Personal Use of Company Vehicle or Allowance (b)	Club Memberships (c)	Total
Ralls	\$ 7,350	\$	\$	\$ 7,350
Russell	4,288	15,000	5,923	25,211
Keller	4,288	5,000	10,300	19,588
Buvens	4,288	15,000		19,288
Wells	4,288	15,000		19,288

- (a) Amounts reflect matching contributions made on behalf of each NEO in 2009 to the Savings Plan.
- (b) For Mr. Keller, the amount reflects the estimated cost of commuting miles driven during 2009 based upon the Company's per mile cost for each vehicle. Mr. Keller did not otherwise use the vehicle for personal use. For the other NEOs, amount reflects the car allowance received in 2009. Mr. Ralls does not receive a car allowance.
- (c) Amounts reflect payments made on behalf of or reimbursements made to each NEO during 2009 for memberships to dining, golf or country clubs. These club memberships are primarily for business use. The entire amount has been included, although we believe that only a portion of this cost represents a perquisite.

**2009 Grants of Plan-Based Awards**

The following table shows potential non-equity incentive award payouts and grants of restricted stock and SARs during 2009 to our NEOs.

Name	Grant Date	Estimated Future Payouts Under Non-Equity Incentive Plan Awards (1)		Estimated Future Payouts Under Equity Incentive Plan Awards		Maximum number shares	All Other Stock Awards (number of shares of stock) (2)	All Other Option Awards (number of shares underlying options) (3)	Exercise price of options awarded (\$/share) (4)	Grant Date Fair Value of Stock and Option Awards (per share) (5)
		Threshold	Target	Threshold	Target					
Ralls	5/5/2009	\$ 800,000	\$ 1,600,000				89,874	156,249	\$ 17.39	\$16.69/\$9.03
Russell	5/5/2009	\$ 260,000	\$ 520,000				38,946	67,707	\$ 17.39	\$16.69/\$9.03
Keller	5/5/2009	\$ 210,000	\$ 420,000				28,836	50,130	\$ 17.39	\$16.69/\$9.03
Buvens	5/5/2009	\$ 190,800	\$ 381,600				22,389	38,922	\$ 17.39	\$16.69/\$9.03
Wells	5/5/2009	\$ 190,000	\$ 381,600				22,389	38,922	\$ 17.39	\$16.69/\$9.03

- (1) Reflects the range of bonus that potentially could have been earned during 2009 based upon the achievement of performance goals under our 2009 Bonus Plan. The amounts actually earned in 2009 have been determined, were paid in March 2010, and are reflected in the Executive Compensation table.
- (2) Reflects the number of shares of restricted stock granted in 2009 to our NEOs under our 2009 Plan. These awards vest pro rata over three years.
- (3) SARs were awarded under our 2009 Plan and vest pro rata over three years.
- (4) Reflects the volume weighted average price of the stock on the date of grant.
- (5) The dollar values of restricted stock disclosed in this column are equal to the aggregate grant date fair value computed in accordance with FASB ASC Topic 718, except no assumptions for forfeitures were included. A discussion of the assumptions used in calculating the grant date fair value is set forth in Note 7 of the Notes to Consolidated Financial Statements in our 2009 Annual Report on Form 10-K.

**Table of Contents****Outstanding Equity Awards at December 31, 2009**

The following table shows the number of shares underlying unexercised stock options and SARs and the number of shares and value of unvested restricted stock outstanding on December 31, 2009 for our NEOs.

Name	Option/SAR Awards (1)				Stock Awards			
	Number of Securities Underlying Exercisable Options	Number of Securities Underlying Unexercisable Options	Option Exercise Prices	Option Expiration Date	Number of Shares of Stock That Have Not Vested	Market Value of Shares of Stock That Have Not Vested (2)	Equity Incentive Plan Awards: Number of Unearned Shares That Have Not Vested (3)	Equity Incentive Plan Awards: Market Value or Payout Value of Unearned Shares That Have Not Vested (2)
Ralls		100,000	\$ 15.31	12/2/2018	89,874	\$ 2,034,747		\$
		156,249	\$ 17.39	5/5/2019				
Russell	3,350		\$ 21.19	4/25/2013	84,796	\$ 1,919,781	38,170	\$ 864,169
	10,000		\$ 25.27	7/21/2014				
	13,100		\$ 24.98	5/17/2015				
	6,372		\$ 43.85	4/28/2016				
		67,707	\$ 17.39	5/5/2019				
Keller	20,000		\$ 18.25	4/27/2010	72,107	\$ 1,632,503	29,870	\$ 676,257
	12,000		\$ 22.00	4/26/2011				
	12,473		\$ 13.12	9/20/2011				
	3,350		\$ 6.19	4/25/2013				
	6,700		\$ 21.19	4/25/2013				
	55,000		\$ 25.27	7/21/2014				
	14,600		\$ 24.98	5/17/2015				
	6,372		\$ 43.85	4/28/2016				
		50,130	\$ 17.39	5/5/2019				
Buvens	12,000		\$ 22.00	4/26/2011	30,050	\$ 680,332	24,666	\$ 558,438
	6,700		\$ 21.19	4/25/2013				
	55,000		\$ 25.27	7/21/2014				
	14,600		\$ 24.98	5/17/2015				
	6,372		\$ 43.85	4/28/2016				
		38,922	\$ 17.39	5/5/2019				
Wells	9,000		\$ 22.00	4/26/2011	29,995	\$ 679,086	24,492	\$ 554,499
	5,025		\$ 21.19	4/25/2013				
	25,000		\$ 25.27	7/21/2014				
	11,700		\$ 24.98	5/17/2015				
	6,258		\$ 43.85	4/28/2016				
		38,922	\$ 17.39	5/5/2019				

- (1) Amounts reflect remaining stock options or SARs granted between April 27, 2000 and May 5, 2009 under the Company's equity plans. Stock options and SARs generally become exercisable pro rata over a three- or four-year service period, and all options or SARs not exercised expire ten years after the date of grant, except Mr. Ralls' 2008 stock option grant, which has a three-year cliff vesting.
- (2) The amounts set forth in this column equal the number of shares indicated multiplied by the closing price of our common stock (\$22.64) on December 31, 2009.
- (3) Performance awards shown assume a target payout and are net of forfeitures. Such shares will not be paid out, if at all, until after each performance period ends on May 8, 2010 and April 11, 2011.



**Table of Contents****2009 Option Exercises and Stock Vested**

The following table shows the number and value of stock options exercised and stock vested during 2009 for our NEOs.

Name	Option Awards		Stock Awards	
	Number of Shares Acquired on Exercise	Value Realized on Exercise (1)	Number of Shares Acquired on Vesting	Value Realized on Vesting (2)
Ralls		\$		\$
Russell		\$	10,495	\$ 172,648
Keller	15,000	\$ 105,863	9,090	\$ 150,934
Buvsens	27,073	\$ 293,157	8,112	\$ 135,739
Wells		\$	7,690	\$ 128,438

- (1) The amounts set forth in this column equal the number of shares of stock acquired upon exercise during 2009 multiplied by the difference between the option exercise price and closing price of our common stock on the dates of exercise.
- (2) The amounts set forth in this column equal the number of shares of restricted stock that vested during 2009 multiplied by the closing price of our common stock on the date of vesting.

**Equity Compensation Plans Not Approved by Security Holders**

There are no equity compensation plans that have not been approved by our stockholders.

**Pension Benefits Table**

The table below shows the present value of accumulated benefit for each NEO at December 31, 2009, utilizing a discount rate of 5.97% for both the pension plan and benefit restoration plan ( SERP ).

	Plan Name	Number of Years of Credited Service	Present Value of Accumulated Benefit	Payments During Last Fiscal Year
Ralls	Pension Plan	1	\$ 15,389	\$
	SERP	1	51,480	
Russell	Pension Plan	25	\$ 844,620	\$
	SERP	25	271,820	
Keller	Pension Plan	17	\$ 858,114	\$
	SERP	17	264,826	
Buvsens	Pension Plan	29	\$ 1,236,580	\$
	SERP	29	279,264	
Wells	Pension Plan	15	\$ 487,700	\$
	SERP	15	93,966	

**Table of Contents****Potential Post-Employment Payment Table**

The following table reflects benefits payable both as annuities and as lump sum payments under the Company's pension plan and benefit restoration plan, or SERP:

**Other Potential Post-Employment Payments <sup>(1)</sup>**

	Plan Name	Age at 12/31/2009	Monthly Annuity		Lump Sum	
			Age 60 Commencement	January 1, 2010 Commencement	Age 60 Commencement	January 1, 2010 Commencement
Ralls	Pension Plan	60.49	\$	\$	\$ 15,389	\$ 15,389
	SERP	60.49			51,480	51,480
Russell	Pension Plan	48.61	\$ 7,827	\$ 3,411	\$ 29,994	\$ 17,150
	SERP	48.61	2,264	986	37,364	21,364
Keller	Pension Plan	57.61	\$ 5,459	\$ 4,799	\$ 19,179	\$ 17,150
	SERP	57.61	1,542	1,356	16,622	14,864
Buvens	Pension Plan	53.97	\$ 9,088	\$ 6,323	\$ 28,059	\$ 20,825
	SERP	53.97	1,883	1,310	19,514	14,484
Wells	Pension Plan	47.69	\$ 4,734	\$ 1,888	\$ 24,768	\$ 13,475
	SERP	47.69	787	314	21,769	11,844

- (1) On July 1, 2009, the Company transitioned to a cash balance formula under the Rowan Pension Plan ( Pension Plan ). At that time, the traditional defined benefit formula under the Pension Plan was frozen with no future accruals under that formula. Going forward, participants' pension benefits are now made up of the frozen traditional formula benefit and the new cash balance amount. Similar to the Pension Plan, the Benefit Restoration Plan of Rowan Companies, Inc. was amended to freeze the traditional restoration benefit and to provide a supplemental cash balance benefit going forward.

**PROPOSAL NO. 2****APPROVAL OF AMENDMENTS TO THE COMPANY'S****RESTATED CERTIFICATE OF INCORPORATION**

Subject to stockholder approval, the Board has approved amendments to the Company's Restated Certificate of Incorporation ( Certificate ) that would remove all supermajority voting requirements. The Board approved these amendments in the interest of allowing stockholders to take certain actions by a majority vote rather than a supermajority vote. The Board believes that these amendments are consistent with evolving standards of good governance and reflect the views of many of the Company's stockholders.

The Certificate contains the following supermajority provisions, by Article number:

Fourth. Requires a vote of at least two-thirds (2/3) of the outstanding shares of the affected preferred stock to amend, alter or repeal any of the provisions of the Certificate that adversely affect the rights of such preferred stockholders.

Eighth. Requires a vote of at least 80% of the outstanding shares normally entitled to vote in the election of directors to adopt, alter, amend or repeal the Bylaws.



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**Tenth.** Requires a vote of at least 80% of the outstanding shares normally entitled to vote in the election of directors to approve certain transactions involving a Related Person (as defined in the Certificate).

**Sixteenth.** Requires a vote of at least 80% of the outstanding shares entitled to vote in the election of directors to amend or repeal Articles Eighth, Tenth, Fourteenth (provides for a staggered Board) and Fifteenth (prohibits stockholder action by written consent) of the Certificate.

### **Information about the Four Amendments to the Certificate**

The following summary does not contain all the information that may be important to you. The complete text of the Certificate of Amendment setting forth the Articles as they are proposed to be amended (the Amendment) is included in Appendix A to this Proxy Statement. The following summary is qualified in its entirety by reference to the text of the Amendment. You are urged to read the Certificate of Amendment in its entirety.

*Adoption of majority vote standard for preferred stock amendments.* The Board has approved an amendment to Article Fourth of the Certificate to replace the supermajority vote of the affected preferred stock required to amend, alter or repeal any of the provisions of the Certificate that adversely affect the rights of such preferred stockholders. The new provision in the Amendment will require the vote of holders of the majority of such shares of preferred stock outstanding.

*Adoption of majority vote standard for stockholder amendments to the Amended and Restated Bylaws.* The Board has approved an amendment to Article Eighth of the Certificate to replace the supermajority voting provision for stockholder amendments to the Bylaws. The new provision in the Amendment will require the vote of holders of a majority of the outstanding shares normally entitled to vote in the election of directors to adopt, alter, amend or repeal the Bylaws.

*Adoption of majority vote standard for approving certain related person transactions.* The Board has approved an amendment to Article Tenth to replace the supermajority voting provision for approving certain transactions involving a Related Person. The new provision in the Amendment will require the vote of holders of a majority of the outstanding shares normally entitled to vote in the election of directors to approve these transactions.

*Removal of supermajority vote standard for certain amendments to Certificate.* The Board has approved the removal of Article Sixteenth of the Certificate. A supermajority vote would no longer be required to amend Articles Eighth (described above), Tenth (described above), Fourteenth (provides for a staggered Board) and Fifteenth (prohibits stockholder action by written consent) or to add any article imposing cumulative voting in the election of directors.

### **Amendment of Bylaws**

Subject to approval of the proposed Amendment by the stockholders, the Board has approved an amendment to the Company's Bylaws to eliminate the supermajority voting requirement contained in Article X of the Bylaws. After giving effect to this amendment of the Bylaws, the vote of holders of a majority of the outstanding shares normally entitled to vote in the election of directors will be required to adopt, alter, amend or repeal the Bylaws, and the Bylaws will be consistent with Article Eighth of the Certificate, as amended.

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### **Voting Requirements**

The affirmative vote of at least 80% of the votes of holders of the shares outstanding and entitled to vote in the election of directors is required to approve each of the proposed amendments. If approved and adopted by the requisite vote of stockholders, the proposed Amendment will become effective upon filing of the Certificate of Amendment with the Secretary of State of Delaware.

### **Recommendation of the Board**

**The Board of Directors recommends a vote FOR approval of each of these amendments to the Certificate.**

### **PROPOSAL NO. 3**

#### **RATIFICATION OF INDEPENDENT AUDITORS**

The firm of Deloitte & Touche LLP has been appointed as principal auditors for the Company for the year ending December 31, 2010. We are asking you to ratify that appointment. A representative of Deloitte & Touche LLP is expected to be present at the 2010 Annual Meeting of Stockholders and will be offered the opportunity to make a statement if he desires to do so. Such representative will also be available to respond to appropriate questions.

The Audit Committee approved the appointment of Deloitte & Touche LLP to conduct the audit of the Company's financial statements for fiscal year 2010.

### **Recommendation of the Board**

**The Board of Directors and Audit Committee recommend you vote FOR ratification of the appointment of Deloitte & Touche LLP as independent auditors.**

#### **AUDIT COMMITTEE REPORT**

### **Membership and Role of the Audit Committee**

Our Audit Committee members are all non-employee members of the Board of Directors: William T. Fox III (Chairman), Thomas R. Hix and Robert E. Kramek. The Audit Committee operates under a written charter adopted by the Board of Directors, which is available on the Company's website at [www.rowancompanies.com](http://www.rowancompanies.com) under Investor Relations Governance Audit Committee Charter and is available in print upon request. Each of the members of the Audit Committee meets the independence requirements of the New York Stock Exchange currently in effect and is financially literate as such qualifications are interpreted by the Board of Directors in its business judgment. However, the Audit Committee is not professionally engaged in the practice of accounting, auditing and evaluating auditor independence. The Audit Committee held five meetings during 2009.

### **Review of the Company's Audited Financial Statements for the Year ended December 31, 2009**

The Audit Committee has reviewed and discussed with the Company's management the audited consolidated financial statements of the Company for the year ended December 31, 2009. The Audit Committee has also discussed with Deloitte & Touche LLP, the Company's independent registered public accounting firm, the matters required to be discussed by Statement on Auditing Standards No. 61, as amended, regarding communication with audit committees, as adopted by the Public Company Accounting Oversight Board (PCAOB) in Rule 3200T.

The Audit Committee has also received the written disclosures and the letter from Deloitte & Touche required by the applicable requirements of the PCAOB regarding communications with the Audit Committee concerning independence, and the Audit Committee has discussed with Deloitte & Touche LLP its independence from management and the Company.

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Based on the Audit Committee's review and discussions with management and the independent auditors, and subject to the limitations of the Audit Committee's role and responsibilities referred to above and in the Audit Committee Charter, the Audit Committee recommended to the Board of Directors that the Company's audited consolidated financial statements be included in the Company's Annual Report on Form 10-K for the year ended December 31, 2009 for filing with the Securities and Exchange Commission.

*The Audit Committee of the Board of Directors*  
 William T. Fox III, Chairman  
 Thomas R. Hix  
 Robert E. Kramek

*February 25, 2010*

*The foregoing report of the Audit Committee shall not be deemed incorporated by reference by any general statement incorporating by reference this proxy statement into any filing under the Securities Act of 1933, as amended, or under the Securities Exchange Act of 1934, as amended, except to the extent that the Company specifically incorporates this information by reference, and shall not otherwise be deemed filed under such acts.*

The table below sets forth the fees paid to Deloitte & Touche LLP over the past two years. All such audit, audit-related and tax services were pre-approved by the Audit Committee, which concluded that the provision of such services by Deloitte & Touche LLP was compatible with the maintenance of that firm's independence in the conduct of its auditing functions. The Audit Committee has delegated to its Chairman the authority to pre-approve audit-related and non-audit services not prohibited by law to be performed by the Company's independent auditors and associated fees, provided that the Chairman shall report any decisions to pre-approve such audit-related and non-audit services and fees to the full Audit Committee at its next regular meeting.

Fees billed by Deloitte & Touche LLP in 2009 and 2008 were as follows:

	2009	2008
Audit fees (a)	\$ 3,387,459	\$ 3,587,960
Audit-related fees (b)	3,600	11,796
Tax fees (c)	1,460,405	2,055,016
All other fees		
<b>Total</b>	<b>\$ 4,851,464</b>	<b>\$ 5,654,772</b>

(a) Fees for audit services billed in 2009 and 2008 consisted of:

Audit of the Company's annual financial statements;

Reviews of the Company's quarterly financial statements;

Statutory audits;

Services related to SEC matters; and

Attestation of management's assessment of internal controls, as required by Section 404 of the Sarbanes-Oxley Act.

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(b) Fees for audit-related services billed in 2009 and 2008 consisted of subscriptions to an online technical library.

(c) Fees for tax services billed in 2009 and 2008 consisted of tax compliance and tax planning advice. Tax compliance services are services rendered based upon facts already in existence or transactions that have already occurred to document, compute, and obtain government approval for amounts to be included in tax filings.

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**ADDITIONAL INFORMATION**

**Section 16(a) Beneficial Ownership Reporting Compliance**

All of Rowan's directors, executive officers and any greater than ten percent stockholders are required by Section 16(a) of the Exchange Act to file with the SEC initial reports of ownership and reports of changes in ownership of Rowan common stock and to furnish the Company with copies of such reports. Based on a review of those reports and written representations that no other reports were required, we believe that all applicable Section 16(a) filing requirements were complied with during the year ended December 31, 2009, except for an inadvertent error in reporting Mr. Ralls' holdings on his initial Form 3, and an inadvertent failure to report two small transactions on a Form 4, each relating to shares held in a custodial account.

**Form 10-K**

**The Company will furnish without charge to any person whose proxy is being solicited, upon written request of such person, a copy of the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2009, as filed with the SEC, including the financial statements and any financial statement schedules thereto. The Company will furnish to any such person any exhibit described in the list accompanying the Form 10-K, upon the payment, in advance, of reasonable fees related to the Company's furnishing such exhibit(s). All requests for copies of such report and/or exhibit(s) should be directed to Ms. Melanie M. Trent, Corporate Secretary, at the Company's principal address shown below.**

**Questions?**

If you have any questions or need more information about the Annual Meeting please write to us at our principal executive offices:

Melanie M. Trent, Corporate Secretary  
Rowan Companies, Inc.  
2800 Post Oak Boulevard, Suite 5450

Houston, Texas 77056

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**Appendix A**

**PROPOSED AMENDMENTS TO RESTATED CERTIFICATE OF INCORPORATION**

*The following amendments are contingent upon receipt of the requisite affirmative vote of the Company's stockholders and the filing of a Certificate of Amendment to the Company's Restated Certificate of Incorporation with the Secretary of State of the State of Delaware by and on behalf of the Company.*

*The proposed changes are shown below by striking through the text to be deleted and underlining the text that would be added. If the proposed amendments are approved by the Company's stockholders, the actual Certificate of Amendment to be filed will not include the deleted text.*

1. Subparagraph A3 (A. Preferred Stock, 3. Voting) of Article FOURTH is hereby amended to read in its entirety as follows:

3. Voting. So long as any shares of Preferred Stock are outstanding, the Corporation shall not amend, alter or repeal any of the provisions of the Certificate of Incorporation (which term includes each and all Directors' Resolutions) so as to affect adversely the rights, powers or preferences of any one or more series of Preferred Stock or of the holders thereof without the consent of the holders of at least a majority of the total number of outstanding shares of the several series so affected or of the single series solely affected, given in person or by proxy, by vote at a meeting called for that purpose. In the application of these provisions, any amendment which would increase the number of authorized shares of Preferred Stock or which would authorize or create any shares of stock ranking prior to or on a parity with the Preferred Stock as to dividends or as to distribution of assets, shall be considered as affecting adversely the right of all outstanding shares of Preferred Stock, but the consent of the holders of only a majority of outstanding shares of Preferred Stock will be required to authorize an amendment which increases the number of authorized shares of Preferred Stock or which authorizes or creates shares of stock ranking on a parity with the preferred stock as to dividends or as to distribution of assets. The holders of shares of preferred stock shall have no voting power in the election of directors or for any other purposes, except as otherwise expressly provided herein, in a Directors' Resolution, or by law.

2. Article EIGHTH is hereby amended to read in its entirety as follows:

EIGHTH. All of the powers of this Corporation, insofar as the same may be lawfully vested by this Certificate of Incorporation in the Board of Directors, are hereby conferred upon the Board of Directors of this Corporation. In furtherance and not in limitation of that power the Board of Directors shall have the power to make, adopt, alter, amend and repeal from time to time By-Laws of this Corporation, subject to the right of the stockholders entitled to vote with respect thereto to adopt, alter, amend and repeal By-Laws made by the Board of Directors; provided, however, that By-Laws shall not be adopted, altered, amended or repealed by the stockholders of the Corporation except by the vote of the holders of not less than eighty percent (80%) a majority of the outstanding shares of capital stock of the Corporation normally entitled to vote in the election of directors.

3. Article TENTH is hereby amended to read in its entirety as follows:

TENTH. (A) Subject to the provisions of any series of Preferred Stock which may at the time be outstanding, the affirmative vote of the holders of not less than eighty percent (80%) a majority of the outstanding shares of capital stock of this Corporation normally entitled to vote in the election of directors shall be required for the approval or authorization of any business combination (as hereinafter defined) of this Corporation with any Related Person (as hereinafter defined), provided, however, that such 80% voting requirement shall not be applicable if:

(1) The business combination was approved by the Board of Directors of the Corporation in a resolution adopting a memorandum of understanding with such Related Person with respect to and substantially consistent with such transaction prior to the acquisition by such Related Person of the beneficial ownership of ten percent (10%) or more of the outstanding shares of capital stock of the Corporation normally entitled to vote in the election of directors; or

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(2) The business combination is solely between this Corporation and a Related Person, fifty percent (50%) or more of the voting stock of which is owned by this Corporation; provided that each stockholder of this Corporation receives the same type of consideration in such transaction in proportion to his stockholdings, or

(3) The business combination is one to which any Related Person is not directly or indirectly a party.

(B) For purposes of this Article TENTH:

(1) The term **business combination** shall mean (a) any merger or consolidation of this Corporation with or into a Related Person, (b) any sale, lease, exchange, transfer or other disposition, including without limitation, a mortgage or any other security device, of all or any substantial part of the assets of this Corporation (including without limitation any voting securities of a subsidiary) or of a subsidiary, to a Related Person, (c) any merger or consolidation of a Related Person with or into this Corporation or a subsidiary of this Corporation, (d) any sale, lease, exchange, transfer or other disposition of all or any substantial part of the assets of a Related Person to this Corporation or a subsidiary of this Corporation, (e) the issuance of any securities of this Corporation or a subsidiary of this Corporation to a Related Person, (f) the acquisition by this Corporation or a subsidiary of this Corporation of any securities of a Related Person, (g) any reclassification of Common Stock of this Corporation, or any recapitalization involving Common Stock of this Corporation, consummated within five years after a Related Person becomes a Related Person, and (h) any agreement, contract or other arrangement providing for any of the transactions described in this definition of business combination;

(2) The term **Related Person** shall mean and include any individual, corporation, partnership or other person or entity which, together with their affiliates and associates (defined below), beneficially owns (as this term is defined in Rule 13d-3 of the General Rules and Regulations under the Securities Exchange Act of 1934, or any subsequent amendment thereto or similar rule adopted in lieu thereof), in the aggregate ten percent (10%) or more of the outstanding shares of capital stock of the Corporation normally entitled to vote in the election of directors, any affiliate or associate (as those terms are defined in the Rule 12b-2 under the Securities Exchange Act of 1934, or any subsequent amendment thereto or similar rule adopted in lieu thereof) of any such individual, corporation, partnership or other person or entity;

(3) The term **substantial part** shall mean more than ten percent (10%) of the total assets of the corporation in question, as of the end of its most recent fiscal year ending prior to the time the determination is being made;

(4) Without limitation, any shares of capital stock of this Corporation which any Related Person has the right to acquire pursuant to any agreement, or upon exercise of conversion rights, warrants or options, or otherwise, shall be deemed beneficially owned by such Related Person.

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(C) Notwithstanding the foregoing, the provisions of this Article TENTH shall not apply to any stockholder of record of any class of stock of this Corporation who is indicated as such in the stock record books of this Corporation on the date set for determination of the stockholders entitled to notice of and to vote at the stockholders meeting at which this Article TENTH is adopted, except to the extent that any such stockholder shall acquire, at any time after such record date, ten percent (10%) or more of the outstanding shares of capital stock of the Corporation entitled to vote in the election of directors.

4. Article SIXTEENTH is hereby deleted.

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