

ENSCO INTERNATIONAL INC
Form S-8 POS
December 23, 2009

As filed with the Securities and Exchange Commission on December 23, 2009

Registration No. 33-41294

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

**POST-EFFECTIVE AMENDMENT NO. 1 TO
FORM S-8
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933**

ENSCO International Incorporated
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation or organization)

76-0232579
(I.R.S. Employer
Identification Number)

500 North Akard Street, Suite 4300
Dallas, Texas
(Address of Principal Executive Offices)

75201-3331
(Zip Code)

ENERGY SERVICE COMPANY, INC. 1988 EMPLOYEE INCENTIVE PLAN
(Full title of the plan)

CARY A. MOOMJIAN, JR.
Vice President, General Counsel and Secretary
500 North Akard Street, Suite 4300
Dallas, Texas 75201-3331
(214) 397-3000

(Name, address, including zip code, and telephone number, including area code, of agent for service)

With a copy to:
Alan Harvey
Baker & McKenzie LLP
2001 Ross Avenue, Suite 2300
Dallas, Texas 75201
(214) 978-3000

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer
Non-accelerated filer (Do not check if a smaller reporting company) Smaller reporting company

EXPLANATORY NOTE

Pursuant to its Registration Statement on Form S-8 (File No. 33-41294) (the Registration Statement), ENSCO International Incorporated (formerly Energy Service Company, Inc.), a Delaware corporation (the Company), registered 445,408 of its shares of common stock, par value \$0.10 per share (the Common Shares), issuable pursuant to the Energy Service Company, Inc. 1988 Employee Incentive Plan (the Plan).

All rights of participants under the Plan to receive grants of Common Shares, restricted stock or any other equity-based awards have expired or have been exercised. Pursuant to the undertaking made by the Company and required by Item 512(a)(3) of Regulation S-K, the Company files this Post-Effective Amendment No. 1 to the Registration Statement for the purpose of removing from registration those Common Shares that were not issued pursuant to the Plan.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on December 22, 2009.

ENSCO International Incorporated

By: /s/ James W. Swent III
 James W. Swent III
 Senior Vice President Chief Financial
 Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
/s/ David M. Carmichael		
David M. Carmichael	Director	December 22, 2009
/s/ J. Roderick Clark		
J. Roderick Clark	Director	December 22, 2009
/s/ C. Christopher Gaut		
C. Christopher Gaut	Director	December 22, 2009
/s/ Gerald W. Haddock		
Gerald W. Haddock	Director	December 22, 2009
/s/ Thomas L. Kelly II		
Thomas L. Kelly II	Director	December 22, 2009
/s/ Daniel W. Rabun		
Daniel W. Rabun	Chairman, President and Chief Executive Officer	December 22, 2009
/s/ Keith O. Rattie		
Keith O. Rattie	Director	December 22, 2009
/s/ Rita M. Rodriguez		

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Rita M. Rodriguez	Director	December 22, 2009
/s/ Paul E. Rowsey		
Paul E. Rowsey	Director	December 22, 2009
/s/ James W. Swent III		
James W. Swent III	Senior Vice President Chief Financial Officer	December 22, 2009
/s/ David A. Armour		
David A. Armour	Vice President Finance	December 22, 2009
/s/ Douglas J. Manko		
Douglas J. Manko	Controller	December 22, 2009