

WEATHERFORD INTERNATIONAL LTD

Form S-8 POS

February 26, 2009

**Table of Contents**

**As filed with the Securities and Exchange Commission on February 26, 2009**

**Registration No. 33-56384**

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

**POST-EFFECTIVE AMENDMENT NO. 2 TO  
FORM S-8  
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933**

**WEATHERFORD INTERNATIONAL LTD.**  
(Exact name of registrant as specified in its charter)

**Bermuda**  
(State or other jurisdiction  
of incorporation or organization)

**98-0371344**  
(I.R.S. Employer  
Identification Number)

**515 Post Oak Blvd., Houston, Texas**  
(Address of Principal Executive Offices)

**77027-3415**  
(Zip Code)

**Energy Ventures, Inc. 1992 Employee Stock Option Plan**  
(Full title of the plan)

**Burt M. Martin**  
**Weatherford International Ltd.**  
**515 Post Oak Blvd., Suite 600**  
**Houston, Texas 77027**  
**(713) 693-4000**

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

*With a copy to:*  
**W. Mark Young**  
**Andrews Kurth LLP**  
**600 Travis, Suite 4200**  
**Houston, Texas 77002**  
**(713) 220-4200**

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  Smaller reporting company

(Do not check if a smaller reporting company)

**TABLE OF CONTENTS**

**SIGNATURES**

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**Table of Contents**

**EXPLANATORY NOTE**

Pursuant to its Registration Statement on Form S-8 (Reg. No. 33-56384), as amended by Post-Effective Amendment No. 1 to such Registration Statement (the Registration Statement ), Weatherford International Ltd., a Bermuda exempted company (the Company ), registered 600,000 of its common shares, U.S.\$1.00 par value (the Common Shares ), issuable pursuant to the exercise of stock options granted under the Energy Ventures, Inc. 1992 Employee Stock Option Plan (the Plan ).

All stock options that were granted under the Plan have expired or been exercised, and no more stock options will be granted. 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. 2 to the Registration Statement for the purpose of removing from registration those Common Shares that were not issued pursuant to the Plan.

**Table of Contents**

**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 Houston, State of Texas, on February 26, 2009.

WEATHERFORD INTERNATIONAL LTD.

By: /s/ Bernard J. Duroc-Danner  
 Bernard J. Duroc-Danner  
 President, Chief Executive Officer, Chairman  
 of the  
 Board and Director

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.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ Bernard J. Duroc-Danner	President, Chief Executive Officer, Chairman of the Board and Director (Principal Executive Officer)	February 26, 2009
Bernard J. Duroc-Danner		
/s/ Andrew P. Becnel	Senior Vice President and Chief Financial Officer (Principal Financial Officer)	February 26, 2009
Andrew P. Becnel		
/s/ Jessica Abarca	Vice President Accounting and Chief Accounting Officer (Principal Accounting Officer)	February 26, 2009
Jessica Abarca		
*	Director	February 26, 2009
Nicholas F. Brady		
*	Director	February 26, 2009
David J. Butters		
*	Director	February 26, 2009
William E. Macaulay		
*	Director	February 26, 2009
Robert B. Millard		
*	Director	February 26, 2009
Robert K. Moses, Jr.		
*	Director	February 26, 2009
Robert A. Rayne		

\*By: /s/ Burt M. Martin  
 Burt M. Martin, Attorney-in-Fact