

Ensco plc  
Form 4  
June 04, 2014

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**CLARK JAMES RODERICK**

(Last) (First) (Middle)

**6 CHESTERFIELD  
GARDENS, 3RD FLOOR**

(Street)

**LONDON, X0 W1J 5BQ**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**Ensco plc [ESV]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**06/01/2014**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Class A Ordinary Shares	06/01/2014		M		1,412 A (1) 18,838	D	
Class A Ordinary Shares	06/01/2014		M		1,735 A (2) 20,573	D	
Class A Ordinary Shares	06/01/2014		F		1,112 (3) D \$ 52.66 19,461	D	
Class A Ordinary Shares	06/01/2014		F		613 (4) D \$ 52.66 18,848	D	

Shares

Class A Ordinary Shares	06/03/2014	M	1,378	A	<u>(5)</u>	20,226	D
Class A Ordinary Shares	06/03/2014	F	487 <u>(3)</u>	D	\$ 53.41	19,739	D

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

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Share Units	<u>(1)</u>	06/01/2014		M		1,412	06/01/2014	<u>(6)</u>	Class A Ordinary Shares 1,412
Restricted Share Units	<u>(2)</u>	06/01/2014		M		1,735	06/01/2014	<u>(6)</u>	Class A Ordinary Shares 1,735
Restricted Share Units	<u>(7)</u>	06/02/2014		A		4,761	<u>(6)</u>	<u>(6)</u>	Class A Ordinary Shares 4,761
Restricted Share Units	<u>(5)</u>	06/03/2014		M		1,378	06/03/2014	<u>(6)</u>	Class A Ordinary Shares 1,378

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
				X

CLARK JAMES RODERICK  
6 CHESTERFIELD GARDENS  
3RD FLOOR  
LONDON, X0 W1J 5BQ

## Signatures

/s/ Elizabeth A. Cook, by Power of  
Attorney

06/04/2014

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Upon the vesting of our restricted share units, the reporting person is required to pay the aggregate nominal value (par value), \$0.10 per share, of our Class A ordinary shares actually issued, in accordance with U.K. corporate law. In connection with the transaction reported above, the reporting person paid \$91.30 to Ensco plc with respect to the shares actually issued upon vesting of the restricted share units. The remaining 499 shares were withheld and not issued to satisfy certain tax withholding obligations.

(2) Upon the vesting of our restricted share units, the reporting person is required to pay the aggregate nominal value (par value), \$0.10 per share, of our Class A ordinary shares actually issued, in accordance with U.K. corporate law. In connection with the transaction reported above, the reporting person paid \$112.20 to Ensco plc with respect to the shares actually issued upon vesting of the restricted share units. The remaining 613 shares were withheld and not issued to satisfy certain tax withholding obligations.

(3) These shares were withheld to satisfy tax withholding obligations that arose upon vesting.

(4) The reporting person disposed of these shares to an affiliate of the issuer upon the vesting of previously awarded restricted shares. The purpose of the disposition was to enable the reporting person to satisfy tax withholding obligations that arose upon such vesting, which will be paid by the issuer to the Internal Revenue Service in cash.

(5) Upon the vesting of our restricted share units, the reporting person is required to pay the aggregate nominal value (par value), \$0.10 per share, of our Class A ordinary shares actually issued, in accordance with U.K. corporate law. In connection with the transaction reported above, the reporting person paid \$89.10 to Ensco plc with respect to the shares actually issued upon vesting of the restricted share units. The remaining 487 shares were withheld and not issued to satisfy certain tax withholding obligations.

(6) The restricted share units vest in three equal annual installments.

(7) Upon the vesting of our restricted share units, the reporting person is required to pay the aggregate nominal value (par value), \$0.10 per share, of our Class A ordinary shares actually issued, in accordance with U.K. corporate law.

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

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