

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

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

Registration No. 333-10733

**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)

**ENSCO INTERNATIONAL INCORPORATED  
1996 NON-EMPLOYEE DIRECTORS STOCK OPTION 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 | <input checked="" type="checkbox"/>                                    | Accelerated filer         | <input type="checkbox"/> |
| Non-accelerated filer   | <input type="checkbox"/> (Do not check if a smaller reporting company) | Smaller reporting company | <input type="checkbox"/> |



**EXPLANATORY NOTE**

Pursuant to its Registration Statement on Form S-8 (File No. 333-10733) (the Registration Statement ), ENSCO International Incorporated, a Delaware corporation (the Company ), registered 300,000 of its shares of common stock, par value \$0.10 per share (the Common Shares ), issuable pursuant to the stock options granted under the ENSCO International Incorporated 1996 Non-Employee Directors Stock Option Plan (the Plan ).

All stock options, restricted stock or any other equity-based awards 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. 1 to the Registration Statement for the purpose of removing from registration those Common Shares that were not issued pursuant to the Plan.

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**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.

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

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