

WEATHERFORD INTERNATIONAL LTD

Form 8-K

July 28, 2005

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 8-K
CURRENT REPORT**

Pursuant to Section 13 or 15(d) of The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): July 28, 2005

WEATHERFORD INTERNATIONAL LTD.

(Exact name of registrant as specified in charter)

Bermuda
(State of Incorporation)

1-31339
(Commission File No.)

98-0371344
(I.R.S. Employer Identification No.)

**515 Post Oak Boulevard
Suite 600
Houston, Texas**
(Address of Principal Executive Offices)

77027
(Zip Code)

Registrant's telephone number, including area code: (713) 693-4000

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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Item 2.02. Results of Operations and Financial Condition

On July 28, 2005, we issued a news release announcing second quarter results for the period ended June 30, 2005. A copy of the press release is attached as Exhibit 99.1.

On July 28, 2005, following the news release and the filing of this Current Report on Form 8-K, we will hold a conference call at 9:00 a.m. eastern, 8:00 a.m. central, regarding the second quarter results. This scheduled conference call was previously announced on July 5, 2005 and will be available via real-time webcast. To access the call please contact the conference call operator at 800-659-1942, or 617-614-2710 for international calls, approximately 10 minutes prior to the scheduled start time, and ask for the Weatherford conference call. The passcode is Weatherford . A replay will be available until 5:00 p.m. central, August 4, 2005. The number for the replay is 888-286-8010, or 617-801-6888 for international calls; passcode 36250927. In addition, an enhanced webcast of the conference call and replay will be available on our website at www.weatherford.com. To access the conference call and replay, click on the Investor Relations link under Corporate and then click on the Enhanced Audio Webcast link.

Item 2.04. Triggering Events That Accelerate or Increase a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement

On July 28, 2005, we announced in our earnings press release that we are calling for redemption all of our outstanding Zero Coupon Convertible Senior Debentures due 2020. A copy of the press release is attached hereto as Exhibit 99.1, and the paragraph in that release announcing the call of the Debentures is incorporated into this Item 2.04 by reference.

Item 7.01. Regulation FD Disclosure

On July 28, 2005, we issued a news release announcing second quarter results for the period ended June 30, 2005. A copy of the press release is attached as Exhibit 99.1.

Item 9.01. Financial Statements and Exhibit

(c) Exhibit

99.1 Press release dated July 28, 2005 announcing earnings for the quarter ended June 30, 2005.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**WEATHERFORD INTERNATIONAL
LTD.**

Dated: July 28, 2005

/s/ Lisa W. Rodriguez
Lisa W. Rodriguez
Senior Vice President and Chief Financial
Officer

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INDEX TO EXHIBIT

| Number | Exhibit |
|--------|--|
| 99.1 | Press release dated July 28, 2005 announcing earnings for the quarter ended June 30, 2005. |