

CHADWICK WILLIAM S JR
Form 4
June 03, 2009

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 *
CHADWICK WILLIAM S JR

2. Issuer Name and Ticker or Trading Symbol
ENSCO INTERNATIONAL INC
[ESV]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)

____ Director
 Officer (give title below) _____ Other (specify below)
Executive Vice President & COO

500 N. AKARD STREET, SUITE 4300

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

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

DALLAS, TX 75201-3331

(City) (State) (Zip)

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		
Common Stock	06/01/2009		M		100 A \$ 27.315	135,036	D
Common Stock	06/01/2009		S		100 D \$ 41.44	134,936	D
Common Stock	06/01/2009		M		615 A \$ 27.315	135,551	D
Common Stock	06/01/2009		S		615 D \$ 41.29	134,936	D
Common Stock	06/01/2009		F		5,288 (2) D \$ 41.29	129,648	D

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Common Stock 06/01/2009 A 18,333⁽³⁾ A \$ 41.29 147,981 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 Security (Instr. 3 and 4)
Employee Stock Options (Right to Buy)	\$ 27.315	06/01/2009		M	100	08/17/2005 ⁽¹⁾ 08/17/2009	Common Stock 1
Employee Stock Options (Right to Buy)	\$ 27.315	06/01/2009		M	615	08/17/2005 ⁽¹⁾ 08/17/2009	Common Stock 6
Employee Stock Options (Right to Buy)	\$ 41.29	06/01/2009		A	<u>22,044</u> ⁽⁴⁾	06/01/2010 ⁽⁴⁾ 06/01/2016	Common Stock 22

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CHADWICK WILLIAM S JR 500 N. AKARD STREET SUITE 4300 DALLAS, TX 75201-3331			Executive Vice President & COO	

Signatures

/s/ William S.
Chadwick, Jr.

06/03/2009

__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) The Employee Stock Options vest at a rate of 25% per annum on the anniversary date of the grant.
 - (2) Amount is representative of shares surrendered for tax purposes upon vesting of restricted shares on 06/01/2009, as related to multiple equity grants.
 - (3) Amount is representative of an Employee Restricted Stock Grant with an effective date of 06/01/2009. The Employee Restricted Stock Grants vest at a rate of 33.3% per annum on the anniversary date of the grant and is fully vested in three (3) years.
 - (4) Amount is representative of an Employee Stock Option Grant with an effective date of 06/01/2009. The Employee Stock Option Grants vest at a rate of 33.3% per annum on the anniversary date of the grant and is fully vested in three (3) years.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.