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TRANSOCEAN SEDCO FOREX INC

Form S-8

December 20, 2001

As filed with the Securities and Exchange Commission on December 20, 2001

Registration No. 333-_____

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

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

TRANSOCEAN SEDCO FOREX INC.
(Exact name of registrant as specified in its charter)

| | | |
|---|---|--|
| CAYMAN ISLANDS (State or other jurisdiction of incorporation or organization) | 4 GREENWAY PLAZA HOUSTON, TEXAS 77046 (Address of Principal Executive Offices) | N/A (I.R.S. Employer Identification No.) |
|---|---|--|

LONG-TERM INCENTIVE PLAN
(Full title of the plan)

ERIC B. BROWN, ESQ.
TRANSOCEAN SEDCO FOREX INC.
4 GREENWAY PLAZA
HOUSTON, TEXAS 77046
(Name and address of agent for service)

(713) 232-7500
(Telephone number, including area code, of agent for service)

CALCULATION OF REGISTRATION FEE

| TITLE OF SECURITIES TO BE REGISTERED | AMOUNT TO BE REGISTERED | PROPOSED MAXIMUM OFFERING PRICE PER SHARE (1) | PROPOSED MAXIMUM AGGREGATE OFFERING PRICE (1) |
|--|-------------------------|---|---|
| ----- | ----- | ----- | ----- |
| Ordinary Shares, par value \$.01 per share | 6,200,000 | \$ 29.94 | \$ 185,628,000 |
| ----- | ----- | ----- | ----- |