BURGUIERES PHILIP

Form 4

February 23, 2005

FORM 4

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

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

January 31, Expires: 2005

0.5

OMB APPROVAL

Form 4 or Form 5 obligations

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

burden hours per response...

Estimated average

may continue. See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * **BURGUIERES PHILIP**

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

WEATHERFORD

02/18/2005

(Check all applicable)

Chairman Emeritus

(Last)

Shares,

\$1.00 par

(First)

INTERNATIONAL LTD [WFT]

(Middle)

3. Date of Earliest Transaction

_X__ Director X_ Officer (give title

10% Owner Other (specify

RELIANT STADIUM, TWO

(Street)

RELIANT PARK

(Month/Day/Year)

below)

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

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

59.01

HOUSTON, TX 77054

							i cison		
(City)	(State)	(Zip) Tabl	e I - Non-D	Derivative S	Securi	ties Acqu	ired, Disposed of	, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securition(A) or Dis (Instr. 3, 4	sposed	of (D)	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 Indirect Beneficial Ownership (Instr. 4)
Common Shares, \$1.00 par value	02/18/2005		M	30,000	A	\$ 36.75	168,151	D	
Common Shares, \$1.00 par value	02/18/2005		S	23,800	D	\$ 59	144,351	D	
Common	02/18/2005		S	500	D	\$	143,851	D	

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value								
Common Shares, \$1.00 par value	02/18/2005	S	3,600	D	\$ 59.02	140,251	D	
Common Shares, \$1.00 par value	02/18/2005	S	200	D	\$ 59.03	140,051	D	
Common Shares, \$1.00 par value	02/18/2005	S	400	D	\$ 59.04	139,651	D	
Common Shares, \$1.00 par value	02/18/2005	S	600	D	\$ 59.05	139,051	D	
Common Shares, \$1.00 par value	02/18/2005	S	800	D	\$ 59.06	138,251	D	
Common Shares, \$1.00 par value	02/18/2005	S	100	D	\$ 59.09	138,151	D	
Common Shares, \$1.00 par value						421	I	By 401(k)
Common Shares, \$1.00 par value						950	I	By wife (1)

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474

(9-02)

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionDerivative		Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A)		

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Derivative or Disposed of Security (D)

(Instr. 3, 4, and 5)

Code V (A) Expiration Title (D) Date Amount

Exercisable Date

or Number of Shares

Stock

Buy)

Option \$ 36.75 (Right to

02/18/2005

M

30,000 07/05/2003 07/05/2013

Common

30,000 Shares

Reporting Owners

Relationships Reporting Owner Name / Address

> Officer Other Director 10% Owner

BURGUIERES PHILIP RELIANT STADIUM TWO RELIANT PARK HOUSTON, TX 77054

X

Chairman Emeritus

Signatures

Burt M. Martin, by power of attorney

02/23/2005

**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).
- Reporting Person has no voting or dispositive power over such shares and disclaims beneficial ownership. This report shall not deemed an (1) admission that the Reporting Person is the benenficial owners of such shares for purposes of Section 16 of the Securities Exchange Act of 1934 or any other purpose.
- (2) Transaction is an option exercise and therefore has no purchase price.

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.

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