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WEATHERFORD INTERNATIONAL LTD

Form 4

November 01, 20	05									
FORM 4		~~	~~~~			~~~	~~~~~		PPROVAL	
CURIVI 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								N OMB Number:	3235-0287	
Check this box if no longer subject to Section 16.		STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES								
Section 16.SECORTTIESburden hour responseForm 4 orFiled pursuant to Section 16(a) of the Securities Exchange Act of 1934,obligations may continue.Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 19401(b).Section 16(a) of the Investment Company Act of 1940										
(Print or Type Respon	nses)									
1. Name and Address of Reporting Person * Becnel Andrew P				er Name an e HERFOR	2D	-	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
			INTER	NATION	IAL LTE	• [WFT]	(Ch	con un appricaor		
(Mor				of Earliest T Day/Year) 2005	ransaction		Director 10% Owner XOfficer (give title Other (specify below) below) VP - Fin and Asst Secy			
Filed				endment, D onth/Day/Yea		al	 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 			
HOUSTON, TX	77027						Person	More than one re	eporting	
(City) ((State)	(Zip)	Tab	le I - Non-l	Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned	
1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date (Instr. 3) (Month/Day/Year) (Month/Day/Year)		Date, if	3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) (A) or			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)		
						(D) Price	. ,			
Reminder: Report on	a separate line	e for each cla	ass of sec	urities bene	-	-	-	ation of a	YEC 1474	
					inforr requi	nation cont red to respo ays a curre	spond to the colle ained in this form ond unless the fo ntly valid OMB co	n are not rm	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.	6. Date Exercisable and	7. Title and Amount of	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration Date	Underlying Securities	Derivative
Security	or Exercise		any	Code	of	(Month/Day/Year)	(Instr. 3 and 4)	Security

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.	8)	Deriv Secu Acqu (A) c Disp of (D (Instr 4, an	rities uired or osed 0) r. 3,	,				(Instr. 5)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Units	<u>(1)</u>	10/31/2005		А		26		(2)	(2)	Common Shares	26	\$ 61.86
Phantom Stock Units	<u>(1)</u>	10/31/2005		А		52		(2)	(2)	Common Shares	52	\$ 0

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
Becnel Andrew P 515 POST OAK. BLVD., STE. 600 HOUSTON, TX 77027			VP - Fin and Asst Secy					
Signatures								
Burt M. Martin, by Power of Attorney	11	/01/2005						
**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).
- (1) The phantom stock units convert to common shares on a one-for-one basis.

All phantom stock units credited under the Company's Executive Deferred Compensation Stock Ownership Plan (the "Plan") with respect to deferrals by a participant are 100% vested at all times. All units credited under the Plan with respect to the Company's 7.5% allocation and matching allocation vest at 20% per year for each year of service. Distributions under the Plan are made upon termination of employment, retirement or death of the participant.

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. es New Roman', Times, serif''>

INDEX TO EXHIBITS

ExhibitExhibitNumberDescription10.1Letter Agreement, dated January 28, 2009, between AutoNation, Inc., American Honda Motor Co.,

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Inc. and ESL Investments, Inc.

- 10.2 Letter Agreement, dated January 28, 2009, between AutoNation, Inc., Toyota Motor Sales, U.S.A., Inc. and ESL Investments, Inc. and certain investment affiliates of ESL Investments, Inc.
- 10.3 Letter Agreement, dated January 28, 2009, between AutoNation, Inc., ESL Investments, Inc. and certain investment affiliates of ESL Investments, Inc.