

WEATHERFORD INTERNATIONAL LTD

Form S-8 POS

February 26, 2009

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As filed with the Securities and Exchange Commission on February 26, 2009

Registration No. 33-56386

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

**POST-EFFECTIVE AMENDMENT NO. 2 TO
FORM S-8
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933**

WEATHERFORD INTERNATIONAL LTD.
(Exact name of registrant as specified in its charter)

Bermuda
(State or other jurisdiction
of incorporation or organization)

98-0371344
(I.R.S. Employer
Identification Number)

515 Post Oak Blvd., Houston, Texas
(Address of Principal Executive Offices)

77027-3415
(Zip Code)

**Weatherford International Ltd. 1991 Non-Employee Director Stock Option Plan (f/k/a Energy Ventures, Inc.
1991 Non-Employee Director Stock Option Plan)**

(Full title of the plan)

Burt M. Martin
Weatherford International Ltd.
515 Post Oak Blvd., Suite 600
Houston, Texas 77027
(713) 693-4000

(Name, address, including zip code, and telephone number, including area code, of agent for service)

With a copy to:
W. Mark Young
Andrews Kurth LLP
600 Travis, Suite 4200
Houston, Texas 77002
(713) 220-4200

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company

(Do not check if a smaller reporting company)

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EXPLANATORY NOTE

Pursuant to its Registration Statement on Form S-8 (Reg. No. 33-56386), as amended by Post-Effective Amendment No. 1 to such Registration Statement (the Registration Statement), Weatherford International Ltd., a Bermuda exempted company (the Company), registered 300,000 of its common shares, U.S.\$1.00 par value (the Common Shares), issuable pursuant to the exercise of stock options granted under the Weatherford International Ltd. 1991 Non-Employee Director Stock Option Plan (f/k/a Energy Ventures, Inc. 1991 Non-Employee Director Stock Option Plan) (the Plan).

All stock options that were granted under the Plan have expired or been exercised, and no more stock options will be granted. Pursuant to the undertaking made by the Company and required by Item 512(a)(3) of Regulation S-K, the Company files this Post-Effective Amendment No. 2 to the Registration Statement for the purpose of removing from registration those Common Shares that were not issued pursuant to the Plan.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas, on February 26, 2009.

WEATHERFORD INTERNATIONAL LTD.

By: /s/ Bernard J. Duroc-Danner
 Bernard J. Duroc-Danner
 President, Chief Executive Officer, Chairman
 of the
 Board and Director

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature | Title | Date |
|---|--|----------------------|
| /s/ Bernard J. Duroc-Danner | President, Chief Executive Officer, Chairman of the Board and Director (Principal Executive Officer) | February 26, 2009 |
| Bernard J. Duroc-Danner /s/ Andrew P. Becnel | Senior Vice President and Chief Financial Officer (Principal Financial Officer) | February 26, 2009 |
| Andrew P. Becnel /s/ Jessica Abarca | Vice President Accounting and Chief Accounting Officer (Principal Accounting Officer) | February 26, 2009 |
| Jessica Abarca * | Director | February 26, 2009 |
| Nicholas F. Brady * | Director | February 26, 2009 |
| David J. Butters * | Director | February 26, 2009 |
| William E. Macaulay * | Director | February 26, 2009 |
| Robert B. Millard * | Director | February 26, 2009 |
| Robert K. Moses, Jr. * | Director | February 26, 2009 |
| Robert A. Rayne | | |

*By: /s/ Burt M. Martin
 Burt M. Martin, Attorney-in-Fact