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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.)
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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