

KALMAN FRANCIS S

Form 4

April 15, 2019

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

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

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
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
KALMAN FRANCIS S

(Last) (First) (Middle)

**C/O ENSCO ROWAN PLC, 6
CHESTERFIELD GARDENS, 3RD
FLOOR**

(Street)

LONDON, X0 W1J5BQ

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

Ensco Rowan plc [ESV]

3. Date of Earliest Transaction
(Month/Day/Year)

04/11/2019

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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)
Class A Ordinary Shares	04/11/2019		M	(A) or (D) 14,600 (1)	Price 30,135	D	
Class A Ordinary Shares	04/11/2019		F	1,505 (3)	\$ 16.37	D	

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**

SEC 1474
(9-02)

number.

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Derivative Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Share Units	(2)	04/11/2019		M	14,600	(2)	(2)	Class A Ordinary Shares	14,600

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

KALMAN FRANCIS S
C/O ENSCO ROWAN PLC
6 CHESTERFIELD GARDENS, 3RD FLOOR
LONDON, X0 W1J5BQ

X

Signatures

/s/ Davor S. Vukadin, by Power of Attorney

04/11/2019

**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) On April 11, 2019, Ensco Rowan plc (the "Company") effected a 1 for 4 reverse stock split. All share counts on this Form 4 are represented on a post-split basis.

The reporting person's restricted share units vested as a result of his retirement from the board of directors of the Company. Upon the vesting of the restricted share units, the reporting person was required to pay the aggregate nominal value (par value), \$0.40 per share (on a post-split basis), of our Class A ordinary shares actually issued, in accordance with U.K. corporate law. In connection with the transaction reported above, the reporting person paid \$5,238 to the Company with respect to the shares actually issued upon vesting of the restricted share units.

- (3) These shares were withheld upon vesting to enable the reporting person to satisfy tax withholding obligations that arose upon such vesting, which will be paid by the issuer to the appropriate taxing authority in cash.

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.