

ENSCO INTERNATIONAL INC
Form DEFA14A
April 14, 2009

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
SCHEDULE 14A**

**PROXY STATEMENT PURSUANT TO SECTION 14(A) OF THE SECURITIES
EXCHANGE ACT OF 1934**

Filed by the registrant ☐ Filed by a party other than the registrant ☐

Check the appropriate box:

- ☐ Preliminary Proxy Statement
- ☐ Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- ☐ Definitive Proxy Statement
- ☐ Definitive Additional Materials
- ☐ Soliciting Material Pursuant to §240 14a-12

ENSCO International Incorporated

(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of filing fee (Check the appropriate box):

- ☐ No Fee Required.
- ☐ Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

- o Fee paid previously with preliminary materials.
- o Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

*** Exercise Your Right to Vote *** IMPORTANT NOTICE Regarding the Availability of Proxy Materials Meeting Information ENSCO INTERNATIONAL INCORPORATED Meeting Type: Annual For holders as of: 3/31/09 Date: 5/28/2009 Time: 10:00 a.m. Location: Four Seasons Resort & Club 4150 North MacArthur Boulevard Irving, Texas 75038 You are receiving this communication because you hold shares in the company named above. 500 N. AKARD STREET This is not a ballot. You cannot use this notice to vote DALLAS, TX 75201 these shares. This communication includes an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at www.proxyvote.com or request a paper copy (see reverse side). We encourage you to access and review the important information contained in the proxy materials before voting. See the reverse side of this notice to obtain R1ENS1 proxy materials and voting instructions.

Before You Vote How to Access the Proxy Materials Proxy Materials Available to VIEW or RECEIVE:
NOTICE AND PROXY STATEMENT ANNUAL REPORT How to View Online: Have the
12-Digit Control Number available (located on the following page) and visit: www.proxyvote.com. How
to Request and Receive a PAPER or E-MAIL Copy: If you want to receive a paper or e-mail copy of
these documents, you must request one. There is NO charge for requesting a copy. Please choose one of
the following methods to make your request: 1) BY INTERNET: www.proxyvote.com 2) BY
TELEPHONE: 1-800-579-1639 3) BY E-MAIL*: sendmaterial@proxyvote.com * If requesting materials
by e-mail, please send a blank e-mail with the 12-Digit Control Number (located on the following page)
in the subject line. Requests, instructions and other inquiries sent to this e-mail address will NOT be
forwarded to your investment advisor. To facilitate timely delivery, please make the request as instructed
above on or before 5/14/09. How To Vote Please Choose One of the Following Voting Methods Vote In
Person: Many stockholder meetings have attendance requirements. Please check the Proxy Statement for
any special requirements for meeting attendance. At the meeting, you will need to request a ballot to vote
these shares. Vote By Internet: To vote by Internet, go to www.proxyvote.com. Have the 12-Digit Control
Number available R1ENS2 and follow the instructions. Vote By Mail: You can vote by mail by
requesting a paper copy of the materials, which will include a Proxy Card.

Voting Items THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR ITEMS 1, 2 AND 3. 1. Election of three Class I Directors: 1a. Gerald W. Haddock (Class I Director, Term Expires in 2012) 1b. Paul E. Rowsey, III (Class I Director, Term Expires in 2012) 1c. C. Christopher Gaut (Class I Director, Term Expires in 2012) 2. Approval of an amendment to the ENSCO 2005 Long-Term Incentive Plan and reapproval of the material terms of the performance goals therein for purposes of Section 162(m) of the Internal Revenue Code. 3. Ratification of the Audit Committee's appointment of KPMG LLP as our independent registered public accounting firm for 2009. R1ENS3

RIENS4