

21Vianet Group, Inc.
Form SC 13G
February 14, 2012

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

(Rule 13d-102)

Information to Be Included in Statements Filed Pursuant to Rules 13d-1 (b), (c) and (d)

Under the Securities Exchange Act of 1934

21Vianet Group, Inc.

(Name of Issuer)

Class A Ordinary Shares, Par Value US\$0.00001 Per Share
(Title of Class of Securities)

G91458 102
(CUSIP Number)

December 31, 2011
(Date of Event Which Requires Filing of this Statement)

Edgar Filing: 21Vianet Group, Inc. - Form SC 13G

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1 Name Of Reporting Person

Purple Communications Limited

2 Check the Appropriate Box if a Member of a Group

(a) " (b) "

3 SEC Use Only

4 Citizenship or Place of Organization

Cayman Islands

5 Sole Voting Power

Number of

Shares 6 16,650,000 ordinary shares¹
Shared Voting Power

Beneficially

Owned by

Each 7 0
Sole Dispositive Power

Reporting

Person 8 16,650,000 ordinary shares¹
Shared Dispositive Power

With

0

9 Aggregate Amount Beneficially Owned by Each Reporting Person

16,650,000 ordinary shares¹

10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares "

11 Percent of Class Represented by Amount in Row 9

8.4% of the Class A ordinary shares² (or 5.0% of the total ordinary shares assuming conversion of all outstanding Class B ordinary shares into the same number of Class A ordinary shares)

12 Type of Reporting Person

CO

¹ Represents 16,650,000 Class B ordinary shares that are convertible into 16,650,000 Class A ordinary shares at any time at the option of the holder. Mr. Sheng Chen, Mr. Sherman Tuan and Mr. John Milburn are members of the board of directors of Purple Communications Limited and are deemed to have shared voting and dispositive power over the shares held by Purple Communications Limited. Mr. Chen will file a separate Schedule 13G. Holders of Class A ordinary shares and Class B ordinary shares have the same rights except for voting and conversion rights. Each Class A ordinary share is entitled to one vote, whereas each Class B ordinary share is entitled to ten votes and is convertible into one Class A ordinary share at any time by the holder thereof. Class A ordinary shares are not convertible into Class B ordinary shares under any circumstances.

² Based upon 180,993,644 Class A ordinary shares outstanding as of December 31, 2011 and assuming all Class B ordinary shares held by such reporting person are converted into the same number of Class A ordinary shares.

1 Name Of Reporting Person

Sherman Tuan

2 Check the Appropriate Box if a Member of a Group

(a) (b)

3 SEC Use Only

4 Citizenship or Place of Organization

The United States of America

5 Sole Voting Power

Number of

0

Shares 6 Shared Voting Power

Beneficially

Owned by

16,650,000 ordinary shares¹

Each 7 Sole Dispositive Power

Reporting

Person

0

8 Shared Dispositive Power

With

16,650,000 ordinary shares¹

9 Aggregate Amount Beneficially Owned by Each Reporting Person

16,650,000 ordinary shares¹

10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares

11 Percent of Class Represented by Amount in Row 9

8.4% of the Class A ordinary shares² (or 5.0% of the total ordinary shares assuming conversion of all outstanding Class B ordinary shares into the same number of Class A ordinary shares)

12 Type of Reporting Person

IN

- ¹ Represents 16,650,000 Class B ordinary shares that are convertible into 16,650,000 Class A ordinary shares at any time at the option of the holder. Mr. Sheng Chen, Mr. Sherman Tuan and Mr. John Milburn are members of the board of directors of Purple Communications Limited and are deemed to have shared voting and dispositive power over the shares held by Purple Communications Limited.
- ² Based upon 180,993,644 Class A ordinary shares outstanding as of December 31, 2011 and assuming all Class B ordinary shares held by such reporting person are converted into the same number of Class A ordinary shares.

1 Name Of Reporting Person

John Milburn

2 Check the Appropriate Box if a Member of a Group

(a) (b)

3 SEC Use Only

4 Citizenship or Place of Organization

The United States of America

5 Sole Voting Power

Number of

0

Shares 6 Shared Voting Power

Beneficially

Owned by

16,650,000 ordinary shares¹

Each 7 Sole Dispositive Power

Reporting

Person

0

8 Shared Dispositive Power

With

16,650,000 ordinary shares¹

9 Aggregate Amount Beneficially Owned by Each Reporting Person

16,650,000 ordinary shares¹

10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares

11 Percent of Class Represented by Amount in Row 9

8.4% of the Class A ordinary shares² (or 5.0% of the total ordinary shares assuming conversion of all outstanding Class B ordinary shares into the same number of Class A ordinary shares)

12 Type of Reporting Person

IN

- ¹ Represents 16,650,000 Class B ordinary shares that are convertible into 16,650,000 Class A ordinary shares at any time at the option of the holder. Mr. Sheng Chen, Mr. Sherman Tuan and Mr. John Milburn are members of the board of directors of Purple Communications Limited and are deemed to have shared voting and dispositive power over the shares held by Purple Communications Limited.
- ² Based upon 180,993,644 Class A ordinary shares outstanding as of December 31, 2011 and assuming all Class B ordinary shares held by such reporting person are converted into the same number of Class A ordinary shares.

Item 1 (a). Name of Issuer:

21Vianet Group, Inc.

Item 1 (b). Address of Issuer's Principal Executive Offices:

M5, 1 Jiuxianqiao East Road,

Chaoyang District, Beijing 100016

The People's Republic of China

Item 2 (a). Name of Person Filing:

Purple Communications Limited

Sherman Tuan

John Milburn

Item 2 (b). Address of Principal Business Office or, if None, Residence:

For Purple Communications Limited:

P.O. Box 309, Uglan House

S. Church St., Georgetown

Grand Cayman, Cayman Islands

For Sherman Tuan:

c/o 4F, No. 41, Lane 76, Rui Guang Rd.

Taipei, Taiwan 11419

For John Milburn:

c/o 4F, No. 41, Lane 76, Rui Guang Rd.

Taipei, Taiwan, 11419

Item 2 (c). Citizenship:

Purple Communications Limited is a Cayman Islands company.

Sherman Tuan is a citizen of the United States of America.

John Milburn is a citizen of the United States of America.

Item 2 (d). Title of Class of Securities:

Class A Ordinary shares, par value \$0.00001 per share

Item 2 (e). CUSIP Number:

Class A ordinary shares: G91458 102

Item 3. If this statement is filed pursuant to §§ 240.13d-1(b), or 240.13d-2(b) or (c), check whether the persons filing is a:

Not applicable

Item 4. Ownership:

The following information with respect to the ownership of the ordinary shares of the issuer by the reporting person is provided as of December 31, 2011. The table below is prepared based on 180,993,644 shares of Class A ordinary shares and 154,632,392 shares of Class B ordinary shares outstanding as of December 31, 2011.

For Purple Communications Limited:

Reporting Person: Purple Communications Limited	Class A ordinary shares	Class B ordinary shares	Total ordinary shares on the as-converted basis	Percentage of Aggregate Voting Power⁽⁴⁾
(a) Amount beneficially owned:	16,650,000 ⁽¹⁾	16,650,000	16,650,000 ⁽¹⁾	
(b) Percent of class:	8.4% ^{(1) (2)}	10.8%	5.0% ⁽³⁾	9.6% ⁽⁴⁾
(c) Number of shares as to which the person has:				
(i) Sole power to vote or to direct the vote	16,650,000 ⁽¹⁾	16,650,000 ⁽¹⁾	16,650,000 ⁽¹⁾	
(ii) Shared power to vote or to direct the vote	0	0	0	
(iii) Sole power to dispose or to direct the disposition of	16,650,000 ⁽¹⁾	16,650,000 ⁽¹⁾	16,650,000 ⁽¹⁾	
(iv) Shared power to dispose or to direct the disposition of	0	0	0	

Notes:

- (1) Represents 16,650,000 Class B ordinary shares held by the reporting person that are convertible into 16,650,000 Class A ordinary shares at any time at the option of the reporting person. Pursuant to Rule 13d-3(d)(1), all shares of Class B ordinary shares (which are convertible into shares of Class A ordinary shares) held by the reporting person shall be deemed to be converted for the purposes of (i) determining the aggregate amount of shares of Class A ordinary shares beneficially owned by the reporting person and (ii) calculating the percentages of the Class A ordinary shares owned by such person.
- (2) To derive this percentage, (x) the numerator is 16,650,000, being 16,650,000 Class A ordinary shares that are convertible from the same number of Class B ordinary shares held by the reporting person, and (y) the denominator is the sum of (i) 180,993,644, being the numbers of the Company's total Class A ordinary shares outstanding as of December 31, 2011 and (ii) 16,650,000, being the number of Class A ordinary shares that the reporting person has the rights to acquire upon conversion of the same number of Class B ordinary shares held by the reporting person.
- (3) To derive this percentage, (x) the numerator is 16,650,000, being 16,650,000 Class A ordinary shares that are convertible from the same number of Class B ordinary shares held by the reporting person, and (y) the denominator is the sum of (i) 180,993,644, being the number of the Company's total Class A ordinary shares outstanding as of December 31, 2011 and (ii) 154,632,392, being the number of the Company's total Class B ordinary shares outstanding as of December 31, 2011 that are convertible into the same number of Class A ordinary shares.
- (4) Percentage of aggregate voting power represents voting power of all ordinary shares held by the reporting person with respect to all outstanding shares of our Class A and Class B ordinary shares. Each holder of our Class A ordinary shares is entitled to one vote per Class A ordinary share. Each holder of our Class B ordinary shares is entitled to ten votes per Class B ordinary share.

For Sherman Tuan and John Milburn:

Reporting Person: Sherman Tuan / John Milburn	Class A ordinary shares	Class B ordinary shares	Total ordinary shares on the as-converted basis	Percentage of Aggregate Voting Power⁽⁴⁾
(a) Amount beneficially owned:	16,650,000 ⁽¹⁾	16,650,000	16,650,000 ⁽¹⁾	
(b) Percent of class:	8.4% ⁽¹⁾⁽²⁾	10.8%	5.0% ⁽³⁾	9.6% ⁽⁴⁾
(c) Number of shares as to which the person has:				
(i) Sole power to vote or to direct the vote	0	0	0	
(ii) Shared power to vote or to direct the vote	16,650,000 ⁽¹⁾	16,650,000 ⁽¹⁾	16,650,000 ⁽¹⁾	
(iii) Sole power to dispose or to direct the disposition of	0	0	0	
(iv) Shared power to dispose or to direct the disposition of	16,650,000 ⁽¹⁾	16,650,000 ⁽¹⁾	16,650,000 ⁽¹⁾	

Notes:

- (1) Represents 16,650,000 Class B ordinary shares held by the reporting person that are convertible into 16,650,000 Class A ordinary shares at any time at the option of the reporting person. Pursuant to Rule 13d-3(d)(1), all shares of Class B ordinary shares (which are convertible into shares of Class A ordinary shares) held by the reporting person shall be deemed to be converted for the purposes of (i) determining the aggregate amount of shares of Class A ordinary shares beneficially owned by the reporting person and (ii) calculating the percentages of the Class A ordinary shares owned by such person.
- (2) To derive this percentage, (x) the numerator is 16,650,000, being 16,650,000 Class A ordinary shares that are convertible from the same number of Class B ordinary shares held by the reporting person, and (y) the denominator is the sum of (i) 180,993,644, being the numbers of the Company's total Class A ordinary shares outstanding as of December 31, 2011 and (ii) 16,650,000, being the number of Class A ordinary shares that the reporting person has the rights to acquire upon conversion of the same number of Class B ordinary shares held by the reporting person.
- (3) To derive this percentage, (x) the numerator is 16,650,000, being 16,650,000 Class A ordinary shares that are convertible from the same number of Class B ordinary shares held by the reporting person, and (y) the denominator is the sum of (i) 180,993,644, being the number of the Company's total Class A ordinary shares outstanding as of December 31, 2011 and (ii) 154,632,392, being the number of the Company's total Class B ordinary shares outstanding as of December 31, 2011 that are convertible into the same number of Class A ordinary shares.
- (4) Percentage of aggregate voting power represents voting power of all ordinary shares held by the reporting person with respect to all outstanding shares of our Class A and Class B ordinary shares. Each holder of our Class A ordinary shares is entitled to one vote per Class A ordinary share. Each holder of our Class B ordinary shares is entitled to ten votes per Class B ordinary share.

Item 5. Ownership of Five Percent or Less of a Class:

Not applicable

Item 6. Ownership of More than Five Percent on Behalf of Another Person:

Not applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Controlling Person:

Not applicable

Item 8. Identification and Classification of Members of the Group:

Not applicable

Item 9. Notice of Dissolution of Group:

Not applicable

Item 10. Certifications:

Not applicable

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 14, 2012

Purple Communications Limited

By: /s/ Sherman Tuan
Name: Sherman Tuan
Title: Director

Sherman Tuan

By: /s/ Sherman Tuan
Name: Sherman Tuan

John Milburn

By: /s/ John Milburn
Name: John Milburn

LIST OF EXHIBITS

Exhibit No.	Description
A	Joint Filing Agreement

10

SIZE: 10pt">\$

8,844,909

Interest and dividends realized on the Plan's investments for the year ended December 31, 2012 were \$1,782,261.

4. FAIR VALUE MEASUREMENTS

FASB ASC 820 establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under FASB ASC 820 are described below:

Level 1 – Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2 – Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability; and
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

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ROWAN COMPANIES, INC. SAVINGS AND INVESTMENT PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2012 AND DECEMBER 31, 2011

If the asset or liability has a specified (contractual) term, the level 2 input must be observable for substantially the full term of the asset or liability.

Level 3 – Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

Following is a description of the valuation methodologies used for investments measured at fair value, except for the Stable Value Fund, which is measured at contract value. There have been no changes in the methodologies used at December 31, 2012 and 2011.

Interest bearing cash: Valued at cost, which approximates fair value.

Mutual funds: Valued at the net asset value ("NAV") of shares held by the Plan at year end.

Stable value fund: Valued at contract value, with adjustment to fair value disclosed in the statements of net assets available for benefits. Contract value represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Investments in units of underlying funds are valued at their respective net asset values. Fair value of the wrap contract is arrived at by discounting the related cash flows based on current yields of similar instruments with comparable durations considering the credit worthiness of the issuer (See Note 5).

Employer securities (Rowan Companies Unitized Stock Fund): The value of a unit in the Fund is based on the NAV, which is the closing price of the underlying common stock in the principal active market on which the securities are traded and the uninvested cash position held by the fund, divided by the number of units outstanding.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

ROWAN COMPANIES, INC. SAVINGS AND INVESTMENT PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2012 AND DECEMBER 31, 2011

The following table sets forth by level, within the fair value hierarchy, the Plan's investments at fair value of December 31, 2012 and 2011.

	December 31, 2012	December 31, 2011
Level 1:		
Interest bearing cash	\$ 565,846	\$ 240,508
Employer common stock	15,281,555	19,001,411
Registered investment companies:		
Money Market	12,246,800	11,117,288
Moderate Allocation	13,558,016	12,068,968
Intermediate-Term Bond	8,011,575	6,166,014
Foreign Large Growth	3,631,460	3,049,431
Small Value	1,055,698	1,001,734
Retirement Income	698,357	823,549
Target Date Fund	24,857,158	16,814,798
Large Blend	10,241,842	8,420,485
Large Growth	8,906,499	7,726,375
Large Value	2,788,639	2,132,499
Mid-Cap Blend	5,304,492	4,249,170
	107,147,937	92,812,230
Level 2:		
Stable value fund*	6,773,132	6,458,231
TCW Small Cap Growth Collective Trust Fund**	914,358	967,026
	7,687,490	7,425,257
Total investments at fair value	\$ 114,835,427	\$ 100,237,487

* The Managed Income Portfolio, a commingled pool managed by Fidelity Management Trust Company (FMTC), strives to preserve principal while earning a level of interest income consistent with principal preservation. The Portfolio maintains, but cannot guarantee, a stable net asset value of \$1 per share. Investments in the Portfolio include short-term bonds and other fixed income securities such as U.S. Treasury bonds, government agency securities, corporate bonds, mortgage-backed securities, commercial mortgage-backed securities, asset-backed securities and derivative instruments, including futures, options and swaps. Generally, there are no restrictions on a participant's ability to redeem their investment in the fund at net asset value (NAV). However, withdrawals prompted by certain events (e.g., termination of the managed income portfolio, changes in laws or regulations) may restrict a participant's ability to redeem the investment at its NAV.

** The TCW Small Cap Growth Collective Trust Fund seeks to earn its long-term capital appreciation by typically purchasing small capitalization companies and seeks to add value through active security selection and bottom-up portfolio construction. The fund typically looks for new investment ideas within the market capitalization range of the

Russell 2000 Growth Index. Generally, there are no restrictions on a participant's ability to redeem their investment in the fund at NAV. However, withdrawals prompted by certain events (e.g., termination of the fund, changes in laws or regulations) may restrict a participant's ability to redeem the investment at its NAV.

ROWAN COMPANIES, INC. SAVINGS AND INVESTMENT PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2012 AND DECEMBER 31, 2011

5. FULLY BENEFIT-RESPONSIVE INVESTMENT CONTRACT

The Plan has an interest in a Stable Value Fund that has investments in fixed income securities and bond funds and may include derivative instruments, such as futures contracts and swap agreements. The stable value fund also enters into a “wrapper” contract issued by a third-party. As described in Note 2, because these contracts are fully benefit-responsive, contract value is the relevant measurement attribute for that portion of the net assets available for benefits attributable to these contracts. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investments at contract value.

The average yield earned by the contract for the year ended December 31, 2012 was 1.05%. The average yield earned to reflect the actual interest rate credited to participants for years ended December 31, 2012 was 1.70%. There are no reserves against contract value for credit risk of the contract issuer or otherwise. The crediting interest rate is based on a formula agreed upon with the issuer, but it may not be less than zero percent. Such interest rates are reviewed on a quarterly basis for resetting. Certain events limit the ability of the Plan to transact at contract value with the issuer. The Plan administrator does not believe that the occurrence of an event that would limit the Plan’s ability to transact at contract value with participants is probable.

6. TAX STATUS OF THE PLAN

The Internal Revenue Service has determined and informed Rowan by a letter dated May 9, 2012, that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code (IRC). Although the Plan has been amended since receiving the determination letter, the Plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC and therefore believes that the Plan is qualified and the related trust is tax-exempt.

GAAP requires Plan management to evaluate uncertain tax positions taken by the Plan and to recognize a tax liability (or asset) when the position is more likely than not, based on the technical merits, to be sustained upon examination by the IRS. The Plan administrator has analyzed the tax positions taken by the Plan and has concluded that as of December 31, 2012, there were no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan has recognized no interest or penalties related to uncertain tax positions. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2009.

7. TRANSACTIONS WITH PARTIES-IN-INTEREST

Certain Plan investments are funds managed by the Trustee and therefore qualify as party-in-interest transactions. Other party-in-interest investments held by the Plan include Rowan common stock, which totaled \$15,281,555 and \$19,001,411 at December 31, 2012 and December 31, 2011, respectively.

Fees paid during the year for legal, accounting, and other professional services rendered by parties-in-interest were based on customary and reasonable rates for such services.

ROWAN COMPANIES, INC. SAVINGS AND INVESTMENT PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2012 AND DECEMBER 31, 2011

8. RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements to Form 5500 as of December 31, 2012 and December 31, 2011:

	December 31, 2012	December 31, 2011
Net Assets Available for Benefits per the financial statements	\$ 115,356,705	\$ 100,641,153
Adjustment from contract value to fair value for fully benefit-responsive contracts	193,828	159,285
Net Assets Available for Benefits per Form 5500	\$ 115,550,533	\$ 100,800,438

The following is a reconciliation of the changes in net assets available for benefits per the financial statements to Form 5500 for the year ended December 31, 2012:

	December 31, 2012
Increase in Net Assets Available for Benefits per the financial statements	\$ 14,715,552
Adjustment from contract value to fair value for fully benefit-responsive contracts	193,828
Reverse prior year adjustment from contract value to fair value for fully benefit-responsive contracts	(159,285)
Increase in Net Assets Available for Benefits per Form 5500	\$ 14,750,095

ROWAN COMPANIES, INC. SAVINGS AND INVESTMENT PLAN

Form 5500 Schedule H, Part IV, Line 4i – Schedule of Assets (Held at End of Year)
 EIN: 75-0759420 Plan Number: 003

December 31, 2012

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(d) Cost **	(e) Current Value
	* Fidelity	Interest Bearing Cash	\$ -	\$ 565,846
	PIMCO	Pimco Total Return Inst		8,011,575
	MainStay	MainStay Large Cap Growth R1	-	8,906,499
	Goldman Sachs	Goldman Sachs Large Cap Value Inst	-	2,788,639
	William Blair	William Blair Small Cap Value I	-	1,055,698
	Vanguard	Vanguard Midcap Index Inst	-	5,304,492
	Victory	Victory Diversified Stock A	-	7,395,416
	* Rowan	Rowan Companies Stock Fund	-	15,281,555
	* Fidelity	Fidelity Puritan	-	13,558,016
	* Fidelity	Fidelity Retirement Government MM	-	12,246,800
	* Fidelity	Fidelity Managed Income Portfolio	-	6,773,132
	TCW	TCW Small Cap Growth Collective Trust	-	914,358
	* Fidelity	Fidelity Diversified International	-	3,631,460
	* Fidelity	Fidelity Freedom Index Income W	-	698,357
	* Fidelity	Fidelity Freedom Index 2000 W	-	583,888
	* Fidelity	Fidelity Freedom Index 2005 W	-	4,133
	* Fidelity	Fidelity Freedom Index 2010 W	-	190,229
	* Fidelity	Fidelity Freedom Index 2015 W	-	1,207,137
	* Fidelity	Fidelity Freedom Index 2020 W	-	2,536,678
	* Fidelity	Fidelity Freedom Index 2025 W	-	2,023,425
	* Fidelity	Fidelity Freedom Index 2030 W	-	2,322,366
	* Fidelity	Fidelity Freedom Index 2035 W	-	2,780,137
	* Fidelity	Fidelity Freedom Index 2040 W	-	3,736,119
	* Fidelity	Fidelity Freedom Index 2045 W	-	4,643,531
	* Fidelity	Fidelity Freedom Index 2050 W	-	4,705,033
	* Fidelity	Fidelity Freedom Index 2055 W	-	124,482
	* Fidelity	Spartan 500 Index Inv	-	2,846,426
			\$ -	\$ 114,835,427

* Party-in-interest

** Cost is not required for participant directed funds.

SIGNATURE

The Plan, Pursuant to the requirements of the Securities and Exchange Act of 1934, the trustees (or other persons who administer the employee benefit plan) have duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

Rowan Companies, Inc. Savings And
Investment Plan

Date: June 25, 2013

By: /s/ GARY L. MARSH
Gary L. Marsh
Director of Global Benefits
On Behalf of Administrative
Committee

INDEX TO EXHIBITS

Exhibit No.	Description
23.1	Consent of Independent Registered Public Accounting Firm — McConnell & Jones LLP