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WEATHERFORD INTERNATIONAL INC /NEW/
Form S-8 POS
February 14, 2003

As filed with the Securities and Exchange Commission on February 14, 2003
Registration Number 333-44272

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SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
POST-EFFECTIVE
AMENDMENT NO. 1
TO
FORM S-3
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

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

DELAWARE
(State or other jurisdiction of
incorporation or organization)

04-2515019
(I.R.S. Employer Identification No.)

515 POST OAK BLVD., SUITE 600
HOUSTON, TEXAS 77027
(713) 693-4000
(Address, including zip code, and telephone number, including area code,
of registrant's principal executive offices)

BURT M. MARTIN
WEATHERFORD INTERNATIONAL, INC.
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)

APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO THE PUBLIC: Not applicable.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box. []

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box. []

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. [] _____

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. [] _____

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If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box. []

THE REGISTRANT HEREBY AMENDS THIS REGISTRATION STATEMENT ON SUCH DATE OR DATES AS MAY BE NECESSARY TO DELAY ITS EFFECTIVE DATE UNTIL THE REGISTRANT SHALL FILE A FURTHER AMENDMENT WHICH SPECIFICALLY STATES THAT THIS REGISTRATION STATEMENT SHALL THEREAFTER BECOME EFFECTIVE IN ACCORDANCE WITH SECTION 8(a) OF THE SECURITIES ACT OF 1933, AS AMENDED, OR UNTIL THIS REGISTRATION STATEMENT SHALL BECOME EFFECTIVE ON SUCH DATE AS THE COMMISSION, ACTING PURSUANT TO SAID SECTION 8(a), MAY DETERMINE.

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EXPLANATORY NOTE

Pursuant to its Registration Statement on Form S-3 (Reg. No. 333-44272) (the "Registration Statement"), Weatherford International, Inc., a Delaware corporation (the "Company"), registered (i) \$910,000,000 Zero Coupon Convertible Senior Debentures due 2020 (the "Debentures") and (ii) 9,097,270 shares of the Company's common stock, \$1.00 par value (the "Common Stock"), which were initially issuable upon conversion of the Debentures plus such additional indeterminate number of shares of Common Stock as may become issuable upon conversion of the Debentures as a result of adjustments to the conversion price (the "Shares"), in connection with the offer for resale of the Debentures and the Shares by certain security holders of the Company (the "Offering"). The Registration Statement was declared effective by the Commission on September 14, 2000.

The Company has determined that \$121,000,000 of the Debentures and all of the Shares that were registered in connection with the Offering remain unsold and can be removed from registration. Therefore, pursuant to the undertaking made by the Company required by Item 512(a)(3) of Regulation S-K, the Company files this Post-Effective Amendment No. 1 to the Registration Statement for the purpose of removing from registration \$121,000,000 of the Debentures and all of the Shares, which were not, and are not expected to be, sold in the Offering.

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas, on February 14, 2003.

WEATHERFORD INTERNATIONAL, INC.

By: /s/ BERNARD J. DUROC-DANNER

Bernard J. Duroc-Danner
President, Chief Executive Officer, Chairman

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of the Board and Director
(Principal Executive Officer)

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

SIGNATURES -----	TITLE -----
/s/ BERNARD J. DUROC-DANNER ----- Bernard J. Duroc-Danner	President, Chief Executive Officer, Chairman of the Board and Director (Principal Executive Officer)
/s/ LISA W. RODRIGUEZ ----- Lisa W. Rodriguez	Senior Vice President and Chief Financial Officer (Principal Accounting Officer)
* ----- David J. Butters	Director
* ----- Philip Burgieres	Director
/s/ SHELDON B. LUBAR ----- Sheldon B. Lubar	Director
* ----- William E. Macaulay	Director
* ----- Robert B. Millard	Director
/s/ ROBERT K. MOSES, JR. ----- Robert K. Moses, Jr.	Director
* ----- Robert A. Rayne	Director

*By: /s/ BERNARD J. DUROC-DANNER

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Bernard J. Duroc-Danner
Pursuant to Power of Attorney