

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

Date of Report (date of earliest event reported): February 14, 2002

TRANSOCEAN SEDCO FOREX INC.
(Exact name of registrant as specified in its charter)

CAYMAN ISLANDS	333-75899	66-0582307
(State or other jurisdiction of incorporation or organization)	(Commission File Number)	(I.R.S. Employer Identification No.)

4 GREENWAY PLAZA
HOUSTON, TEXAS 77046
(Address of principal executive offices and zip code)

Registrant's telephone number, including area code: (713) 232-7500

N/A

(Former name or former address, if changed since last report)

ITEM 5. OTHER EVENTS.

On February 14, 2002, the Company issued a press release announcing the expiration of the consent payment deadline with respect to its previously announced exchange offers for six series of R&B Falcon Corporation notes. The press release is included as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated by reference.

The statements made in the press release that are not historical facts are forward-looking statements. Forward-looking statements made in the press release include the current expectation of the Company to waive the consent condition with respect to the exchange offers for each of the six series of R&B Falcon notes. Such statements are subject to numerous risks, uncertainties and assumptions, including but not limited to, actions by holders of R&B Falcon notes, market conditions, oil and gas prices, demand for offshore and U.S. inland marine rigs, competition and market conditions in the contract drilling industry, actions of third parties, results of operations and financial condition of the Company and other factors described above and discussed in the Company's Form 10-Q for the quarter ended September 30, 2001 and Form 10-K for the year ended December 31, 2000 and in the Company's other filings with the SEC, which are available free of charge on the SEC's website at www.sec.gov. Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those indicated. You should not place undue reliance on forward-looking statements. Each forward-looking statement speaks only as of the date of the particular statement, and we undertake no obligation to publicly update or revise any forward-looking statements.

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS.

The following exhibit is filed herewith:

99.1 Press Release dated February 14, 2002.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

TRANSOCEAN SEDCO FOREX INC.

Date: February 14, 2002

By: /s/ GREGORY L. CAUTHEN

Gregory L. Cauthen
Vice President, Chief Financial
Officer and Treasurer

INDEX TO EXHIBITS

99.1

Press Release dated February 14, 2002.

million
\$5.00

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The consent payment deadline for each of the exchange offers was Midnight, New York City time, on February 13, 2002. As of that date, Transocean Sedco Forex had received consents to the proposed amendments to the R&B Falcon indentures under which the R&B Falcon notes were issued from holders of record of a majority in principal amount of each series of notes that are subject to the exchange offers other than the 7.375% Notes.

Each exchange offer will expire at 5:00 p.m., New York City time, on March 1, 2002, unless extended. Tenders may be withdrawn at any time prior to the expiration date, but consents may no longer be revoked.

The terms and conditions of the exchange offers are contained in Transocean Sedco Forex's prospectus and consent solicitation statement, dated January 31, 2002, and the related letter of transmittal and consent. Transocean Sedco Forex's obligation to complete each exchange offer and cause R&B Falcon to make the consent payments relating to that exchange offer is conditioned upon, among other things, receipt of valid and unrevoked consents to the amendments from the holders of record of a majority in principal amount of each of the six series of the R&B Falcon notes. Transocean Sedco Forex currently expects to waive this consent condition with respect to the exchange offers for each of the six series of R&B Falcon notes.

Goldman, Sachs & Co. are the dealer managers for the exchange offers.

Transocean Sedco Forex is making the exchange offers solely by the prospectus and consent solicitation statement and the related letters of transmittal and consent. Copies of the prospectus and consent solicitation statement can be obtained from Mellon Investor Services LLC, the Information Agent, at the following address:

Mellon Investor Services LLC
44 Wall Street, 7th Floor
New York, NY 10005
Toll Free: (877) 698-6865
Banks and Brokers: (917) 320-6286

This announcement is neither an offer to purchase or sell nor a solicitation of an offer to purchase or sell any securities nor shall there be any sale or purchase of these securities in any state in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state.

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