

SECURITIES AND EXCHANGE COMMISSION
 WASHINGTON, D.C. 20549
 FORM S-3

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

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

CAYMAN ISLANDS (State or other jurisdiction of incorporation or organization)	4 GREENWAY PLAZA HOUSTON, TEXAS 77046 (713) 232-7500	N/A (I.R.S. Employer Identification No.)
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(Address, including zip code,
and telephone number, including
area code, of registrant's principal executive offices)

ERIC B. BROWN
 TRANSOCEAN SEDCO FOREX INC.
 4 GREENWAY PLAZA
 HOUSTON, TEXAS 77046
 (713) 232-7500
 (Name, address, including zip code, and telephone
number, including area code, of agent for service)

WITH COPIES TO:

GENE J. OSHMAN BAKER BOTTS L.L.P. 3000 ONE SHELL PLAZA HOUSTON, TEXAS 77002 (713) 229-1234	DAN FLECKMAN ANDREWS & KURTH L.L.P. 4200 TEXAS COMMERCE TOWER HOUSTON, TEXAS 77002 (713) 220-4200
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APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO THE PUBLIC: As soon as practicable after this Registration Statement becomes effective.

If the only securities being registered on this Form are to be 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, as amended (the "Securities Act"), other than securities offered only in connection with dividend or interest reinvestment plans, 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. [X] 333-59001

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. []

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

CALCULATION OF REGISTRATION FEE

Title of each class of securities to be registered	Amount to be registered (1)	Proposed maximum offering price per share(1)	Proposed maximum aggregate offering price(2)	Amount of registration fee
-----	-----	-----	-----	-----
Debt Securities(3).....	--	--		
Ordinary Shares(4).....	--	--		
Total.....	--	--	\$50,938,800	\$13,448

(1) The proposed maximum initial offering price per unit will be determined from time to time by the Registrant.

- (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(o). In no event will the aggregate initial offering price of all securities issued from time to time pursuant to this Registration Statement exceed \$50,938,800 or the equivalent thereof in foreign currencies. Any securities registered hereunder may be sold separately or as units with other securities registered hereunder.
 - (3) Subject to Footnote (2), there is being registered hereunder an indeterminate principal amount of Debt Securities that may be issued from time to time by the Registrant. If any such Debt Securities are issued at an original issue discount, then the such greater principal amount thereof is being registered hereunder as shall result in an aggregate initial offering price of up to \$50,938,800.
 - (4) Subject to Footnote (2), there is being registered hereunder an indeterminate number of Ordinary Shares that may be issued from time to time by the Registrant, including Ordinary Shares issuable upon conversion, exchange or repurchase of Debt Securities.
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EXPLANATORY NOTE

This Registration Statement is being filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended. The contents of the Registration Statement on Form S-3 (Registration No. 333-59001) filed on July 13, 1998 by Transocean Offshore Inc., and adopted by Transocean Sedco Forex Inc., a Cayman Islands exempted company (the "Company"), pursuant to Rule 414 under the Securities Act, with the Securities and Exchange Commission, as amended by Post-Effective Amendment No. 1 and Post-Effective Amendment No. 2 thereto, are incorporated herein by reference. Filed as exhibits hereto are the following opinions and consents:

- 5.1 -- Opinion of Eric B. Brown, Esq.
- 5.2 -- Opinion of Walkers
- 23.1 -- Consent of Ernst & Young LLP
- 23.2 -- Consent of PricewaterhouseCoopers LLP
- 24 -- Powers of Attorney

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Company certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, the State of Texas, on May 22, 2000.

TRANSOCEAN SEDCO FOREX INC.

By: /s/ ROBERT L. LONG

Robert L. Long
Executive Vice President and
Chief Financial Officer

PURSUANT TO THE REQUIREMENTS OF THE SECURITIES ACT OF 1933, THIS REGISTRATION STATEMENT HAS BEEN SIGNED BY THE FOLLOWING PERSONS IN THE CAPACITIES INDICATED ON MAY 22, 2000.

Signature -----	Title -----
*	
----- Victor E. Grijalva	Chairman of the Board of Directors
/s/ J. MICHAEL TALBERT ----- J. Michael Talbert	President, Chief Executive Officer and Director (Principal Executive Officer)
/s/ ROBERT L. LONG ----- Robert L. Long	Executive Vice President and Chief Financial Officer (Principal Financial Officer)
/s/ RICARDO ROSA ----- Ricardo Rosa	Vice President and Controller (Principal Accounting Officer)
*	Director
----- Richard D. Kinder	
*	Director
----- Ronald L. Kuehn, Jr.	
*	Director
----- Arthur Lindenauer	
*	Director
----- Martin B. McNamara	
*	Director
----- Roberto Monti	
*	Director
----- Alain Roger	

*

Director

Kristian Siem

*

Director

Ian C. Strachan

* By: /s/ WILLIAM E. TURCOTTE

William E. Turcotte
(Attorney-in-Fact)

INDEX TO EXHIBITS

EXHIBIT NUMBER -----	DESCRIPTION -----
5.1	-- Opinion of Eric B. Brown, Esq.
5.2	-- Opinion of Walkers
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24	-- Powers of Attorney

May 22, 2000

Transocean Sedco Forex Inc.
(a Cayman Islands Exempted Company)
4 Greenway Plaza
Houston, Texas 77046
United States of America

Gentlemen,

As set forth in a Registration Statement on Form S-3 to be filed with the Securities and Exchange Commission (the "Commission") (the "Registration Statement") by Transocean Sedco Forex Inc., a Cayman Islands exempted company (the "Company"), under the Securities Act of 1993, as amended (the "Act"), relating to (i) the Company's unsecured debt securities (the "Debt Securities"), in one or more series, which may be convertible into or exchangeable for the Company's ordinary shares, par value \$0.01 per share (the "Ordinary Shares"), the Company's preference shares, par value \$0.10 per share (the "Preference Shares"), or other Debt Securities and (ii) Ordinary Shares to be issued and sold by the Company from time to time pursuant to the Act for an aggregate initial offering price not to exceed \$50,938,800, certain legal matters in connection with such are being passed upon by me.

I am Vice President and General Counsel of the Company. In such capacity, I have examined (i) the Articles of Association and Memorandum of Association of the Company (the "Charter Documents"); (ii) the Indenture dated as of April 15, 1997, as supplemented by the First Supplemental Indenture dated as of April 15, 1997 and the Second Supplemental Indenture dated as of May 14, 1999 (the "Senior Indenture"), between the Company and Chase Bank of Texas, National Association, as trustee, pursuant to which the senior Debt Securities may be issued; (iii) the Indenture (the "Subordinated Indenture" and, together with the Senior Indenture, the "Indentures") in the form of Exhibit 4.6 to the Registration Statement to be executed by the Company and a trustee to be designated therein, pursuant to which subordinated Debt Securities may be issued; and (iv) the originals, or copies certified or otherwise identified, of corporate records of the Company, certificates of public officials and of representatives of the Company, statutes and other instruments and documents as a basis for the opinions hereafter expressed.

In connection with this opinion, I have assumed that (i) the Amendment and any further amendments to the Registration Statement (including post-effective amendments), will have become effective; (ii) a prospectus supplement will have been prepared and filed with the Commission describing the Securities offered thereby; (iii) all Securities will be issued and sold in compliance with applicable federal and state securities laws and in the manner stated in the Registration Statement and the appropriate prospectus supplement; and (iv) a definitive purchase, underwriting or similar agreement with respect to any Securities offered will have been duly authorized and validly executed and delivered by the Company and the other parties thereto.

Based upon and subject to the foregoing, I am of the opinion that:

1. With respect to Debt Securities to be issued under the Indentures, when (i) the applicable Indenture has been duly qualified under the Trust Indenture Act of 1939, as amended; (ii) the Board of Directors of the Company or, to the extent permitted by the laws of the Cayman Islands, a duly constituted and acting committee thereof (such Board of Directors or committee being hereinafter referred to as the "Board"), has taken all necessary corporate action to approve the issuance and terms of such Debt Securities, the terms of the offering thereof and related matters; and (iii) such Debt Securities have been duly executed, authenticated, issued and delivered in accordance with the provisions of the applicable Indenture and the applicable definitive purchase, underwriting or similar agreement approved by the Board (a) upon payment of the consideration therefor provided for therein, or (b) in the case of Debt Securities issuable upon conversion or exchange of Debt Securities or Preference Shares which, by their respective terms, are convertible into or exchangeable for Debt Securities or upon exercise of Warrants to purchase Debt Securities, in each case as contemplated by the applicable Indenture and the applicable definitive warrant, purchase, underwriting or similar agreement approved by the Board upon payment of any additional consideration that is payable upon such conversion, exchange or exercise, such Debt Securities will be legally issued and will constitute valid and binding obligations of the Company, enforceable against the Company in accordance with their terms, except as such enforcement is subject to (i) any applicable bankruptcy, insolvency, reorganization or other law relating to or affecting creditors' rights generally and (ii) general principles of equity (regardless of whether such enforceability is considered in a proceeding in equity or at law).

This opinion is limited to the applicable laws of the State of New York and the applicable federal laws of the United States.

I hereby consent to the filing of this opinion of counsel as Exhibit 5.1 to the Registration Statement. I also consent to the reference to me under the heading "Legal Opinions" in the prospectus forming a part of the Registration Statement. In giving this consent, I do not thereby admit that I am in the category of persons whose consent is required under Section 7 of the Act.

Very truly yours,

/s/ Eric B. Brown

TRANSOCEAN SEDCO FOREX INC.
(A CAYMAN ISLANDS EXEMPTED COMPANY)
4 GREENWAY PLAZA
HOUSTON, TEXAS 77046
UNITED STATES OF AMERICA

19 May 2000

Gentlemen,

VALIDITY OF ISSUE OF ORDINARY SHARES OF TRANSOCEAN SEDCO FOREX INC., A CAYMAN ISLANDS EXEMPTED COMPANY.

As set forth in a Registration Statement on Form S-3 to be filed with the Securities and Exchange Commission (the "Commission") (the "Registration Statement") by Transocean Sedco Forex Inc., a Cayman Islands exempted company (the "Company"), under the Securities Act of 1993, as amended (the "Act"), relating to (i) unsecured debt securities (the "Debt Securities"), in one or more series, which may be convertible into or exchangeable for the Company's ordinary shares, par value \$0.01 per share (the "Ordinary Shares"), the Company's preference shares, par value \$0.10 per share (the "Preference Shares"), or other Debt Securities and (ii) Ordinary Shares to be issued and sold by the Company under the Act for an aggregate initial offering price not to exceed \$50,938,800, certain legal matters in connection with such Ordinary Shares are being passed upon by us.

In connection with this opinion, we have assumed that (i) the above-listed Registration Statement will have become effective; (ii) a prospectus supplement will have been prepared and filed with the Commission describing the Ordinary Shares offered thereby; (iii) all Ordinary Shares will be issued and sold in compliance with applicable federal and state securities laws and in the manner stated in the Registration Statement and the appropriate prospectus supplement; (iv) a definitive purchase, underwriting or similar agreement with respect to any Ordinary Shares offered will have been duly authorized and validly executed and delivered by the Company and the other parties thereto; and (v) there will be sufficient Ordinary Shares authorized for issuance under the Company's memorandum of association and articles of association.

For the purposes of giving this opinion, we have examined the documents listed in Schedule 1.

In giving this opinion we have relied upon the assumptions set out in Schedule 2 hereto, which we have not independently verified.

We are Attorneys-at-Law in the Cayman Islands and express no opinion as to any laws other than the laws of the Cayman Islands in force and as interpreted at the date hereof.

Based upon the foregoing examinations and assumptions and upon such searches as we have conducted and having regard to legal considerations which we deem relevant, we are of the opinion that under the laws of the Cayman Islands:

1. The Company is an exempted company duly registered and validly existing and, based on the certificate issued by the Cayman Islands Registrar of Companies, in good standing under the laws of the Cayman Islands.
2. When offered and issued as described in the Registration Statement, the Ordinary Shares will be recognized as having been duly authorized, and validly issued, fully paid and non-assessable.

This opinion is limited to the matters referred to herein and shall not be construed as extending to any other matter or document not referred to herein. This opinion is given solely for your benefit and may not be relied upon by any other person without our prior written consent. This opinion is governed by and shall be construed in accordance with the laws of the Cayman Islands.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement. In giving this consent we do not admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act of 1933, as amended, or the rules and regulations of the SEC thereunder.

Yours faithfully,

/s/ WALKERS

SCHEDULE 1

LIST OF DOCUMENTS EXAMINED

1. The certificate of incorporation, memorandum of association and articles of association of the Company.
2. The certificate of good standing issued by the Cayman Islands Registrar of Companies.
3. The resolutions adopted by the Board of Directors of the Company on February 11, 2000 and on May 10, 2000 (the Resolutions).
4. The contents of the Registration Statement on Form S-3 (Registration No. 333-59001) filed on July 13, 1998 by Transocean Offshore Inc., and adopted by the Company, pursuant to Rule 414 under the Securities Act, with the Securities and Exchange Commission, as amended by Post-Effective Amendment No. 1 and Post-Effective Amendment No. 2 thereto, are incorporated herein by reference.
5. Such other documents as we have considered necessary for the purposes of rendering this opinion.

SCHEDULE 2

ASSUMPTIONS

The opinions hereinbefore given are based upon the following assumptions insofar as each such assumption may relate to the opinions given:

1. All original documents are authentic, that all signatures and seals are genuine, that all documents purporting to be sealed have been so sealed and that all copies conform to their originals.
2. The Minute Book of the Company supplied to us by the Company contains a complete record of the business transacted by it.
3. The corporate records of the Company supplied to us by the Company constitute its complete corporate records and that all matters required by law to be recorded therein are so recorded.
4. From the date of the Resolutions no corporate or other action is taken by the Company to amend, alter or repeal the Resolutions and no corporate or other action is taken by the Company except as contemplated by the Registration Statement.

CONSENT OF INDEPENDENT AUDITORS

We consent to the reference to our firm under the caption "Experts" that is incorporated by reference from the Post-Effective Amendment No. 2 to the Registration Statement (Form S-3, No. 333-59001-99) of Transocean Sedco Forex Inc. in the Registration Statement (Form S-3) of Transocean Sedco Forex Inc. for the registration of \$50,938,800 in debt securities and ordinary shares and to the incorporation by reference therein of our report dated January 31, 2000, with respect to the consolidated balance sheet as of December 31, 1999, and the related combined statements of operations, equity and cash flows and schedule for the year then ended of Transocean Sedco Forex Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 1999, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Houston, Texas
May 22, 2000

CONSENT OF INDEPENDENT ACCOUNTANTS

We hereby consent to the incorporation by reference in this Registration Statement on Form S-3 of our report dated August 6, 1999 relating to the financial statements of Sedco Forex Holdings Limited which appear in Transocean Sedco Forex Inc.'s Annual Report on Form 10-K for the year ended December 31, 1999. We also consent to the incorporation by reference of our report dated August 6, 1999 relating to the financial statement schedule, which appears in such Annual Report on Form 10-K. We also consent to the references to us under the heading "Experts" in Post-Effective Amendment No. 2 to the Registration Statement on Form S-3 (No. 333-59001) incorporated by reference in such Registration Statement and under the heading "Sedco Forex Selected Historical Combined Financial Data" in Exhibit 20.1 to the Report on Form 8-K of Transocean Offshore, Inc. dated October 27, 1999 incorporated by reference in such Registration Statement.

/s/ PricewaterhouseCoopers LLP
New York, NY
May 19, 2000

TRANSOCEAN SEDCO FOREX INC.

Power of Attorney

WHEREAS, TRANSOCEAN SEDCO FOREX INC., a Cayman Islands corporation (the "Company"), intends to file with the U.S. Securities and Exchange Commission (the "Commission") pursuant to the Securities Exchange Act of 1934, as amended, and the rules and regulations of the Commission promulgated thereunder, an annual report on Form 10-K for the fiscal year ended December 31, 1999, together with any and all exhibits and other instruments and documents necessary, advisable or appropriate in connection therewith (the "Form 10-K"); and

WHEREAS, the Company has filed with the Commission pursuant to the Securities Act of 1933, as amended (the "Securities Act"), a post-effective amendment to the Company's Registration Statement on Form S-3 (Registration No. 333-59001), as amended, including a related prospectus (the "Registration Statement"), as prescribed by the Commission pursuant to the Securities Act and the rules and regulations thereunder, in connection with the registration of ordinary shares, par value U.S. \$0.01 per share, unsecured debt securities, preference shares or warrants to purchase securities of the Company.

NOW, THEREFORE, the undersigned, in his capacity as Chairman of the Board of the Company, does hereby appoint Eric B. Brown, Nicolas J. Evanoff, William E. Turcotte, Ricardo Rosa and Brenda S. Masters, and each of them severally, his true and lawful attorney or attorneys with power to act with or without the others, and with full power of substitution and resubstitution, to execute in his name, place and stead, in his capacity as Chairman of the Board of the Company:

- a. the Form 10-K and any and all amendments thereto, including any and all exhibits and other instruments and documents said attorney or attorneys shall deem necessary, appropriate or advisable in connection therewith, and to file the same with the Commission and to appear before the Commission in connection with any matter relating thereto; and
- b. any and all further post-effective amendments to the Registration Statement, including the exhibits thereto and the related prospectus or prospectuses and any supplement(s) thereto, and any registration statement for the same offering filed pursuant to Rule 462 under the Securities Act and any and all instruments necessary or incidental in connection therewith, as said attorney or attorneys shall deem necessary or incidental in connection therewith, and to file the same with the Commission and to appear before the Commission in connection with any matter relating thereto.

Each of said attorneys shall have full power and authority to do and perform in the name and on behalf of the undersigned, in any and all capacities, every act whatsoever necessary or desirable to be done in the premises, as fully and to all intents and purposes as the undersigned might or could do in person, the undersigned hereby ratifying and approving the acts that said attorneys and each of them, or their or his substitutes or substitute, may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned has executed this power of attorney as of the 12 day of March, 2000.

/s/ Victor E. Grijalva

Victor E. Grijalva

TRANSOCEAN SEDCO FOREX INC.

Power of Attorney

WHEREAS, TRANSOCEAN SEDCO FOREX INC., a Cayman Islands corporation (the "Company"), intends to file with the U.S. Securities and Exchange Commission (the "Commission") pursuant to the Securities Exchange Act of 1934, as amended, and the rules and regulations of the Commission promulgated thereunder, an annual report on Form 10-K for the fiscal year ended December 31, 1999, together with any and all exhibits and other instruments and documents necessary, advisable or appropriate in connection therewith (the "Form 10-K"); and

WHEREAS, the Company has filed with the Commission pursuant to the Securities Act of 1933, as amended (the "Securities Act"), a post-effective amendment to the Company's Registration Statement on Form S-3 (Registration No. 333-59001), as amended, including a related prospectus (the "Registration Statement"), as prescribed by the Commission pursuant to the Securities Act and the rules and regulations thereunder, in connection with the registration of ordinary shares, par value U.S. \$0.01 per share, unsecured debt securities, preference shares or warrants to purchase securities of the Company.

NOW, THEREFORE, the undersigned, in his capacity as a director of the Company, does hereby appoint Eric B. Brown, Nicolas J. Evanoff, William E. Turcotte, Ricardo Rosa and Brenda S. Masters, and each of them severally, his true and lawful attorney or attorneys with power to act with or without the others, and with full power of substitution and resubstitution, to execute in his name, place and stead, in his capacity as a director of the Company:

- a. the Form 10-K and any and all amendments thereto, including any and all exhibits and other instruments and documents said attorney or attorneys shall deem necessary, appropriate or advisable in connection therewith, and to file the same with the Commission and to appear before the Commission in connection with any matter relating thereto; and
- b. any and all further post-effective amendments to the Registration Statement, including the exhibits thereto and the related prospectus or prospectuses and any supplement(s) thereto, and any registration statement for the same offering filed pursuant to Rule 462 under the Securities Act and any and all instruments necessary or incidental in connection therewith, as said attorney or attorneys shall deem necessary or incidental in connection therewith, and to file the same with the Commission and to appear before the Commission in connection with any matter relating thereto.

Each of said attorneys shall have full power and authority to do and perform in the name and on behalf of the undersigned, in any and all capacities, every act whatsoever necessary or desirable to be done in the premises, as fully and to all intents and purposes as the undersigned might or could do in person, the undersigned hereby ratifying and approving the acts that said attorneys and each of them, or their or his substitutes or substitute, may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned has executed this power of attorney as of the 9 day of March, 2000.

/s/ Richard D. Kinder

Richard D. Kinder

TRANSOCEAN SEDCO FOREX INC.

Power of Attorney

WHEREAS, TRANSOCEAN SEDCO FOREX INC., a Cayman Islands corporation (the "Company"), intends to file with the U.S. Securities and Exchange Commission (the "Commission") pursuant to the Securities Exchange Act of 1934, as amended, and the rules and regulations of the Commission promulgated thereunder, an annual report on Form 10-K for the fiscal year ended December 31, 1999, together with any and all exhibits and other instruments and documents necessary, advisable or appropriate in connection therewith (the "Form 10-K"); and

WHEREAS, the Company has filed with the Commission pursuant to the Securities Act of 1933, as amended (the "Securities Act"), a post-effective amendment to the Company's Registration Statement on Form S-3 (Registration No. 333-59001), as amended, including a related prospectus (the "Registration Statement"), as prescribed by the Commission pursuant to the Securities Act and the rules and regulations thereunder, in connection with the registration of ordinary shares, par value U.S. \$0.01 per share, unsecured debt securities, preference shares or warrants to purchase securities of the Company.

NOW, THEREFORE, the undersigned, in his capacity as a director of the Company, does hereby appoint Eric B. Brown, Nicolas J. Evanoff, William E. Turcotte, Ricardo Rosa and Brenda S. Masters, and each of them severally, his true and lawful attorney or attorneys with power to act with or without the others, and with full power of substitution and resubstitution, to execute in his name, place and stead, in his capacity as a director of the Company:

- a. the Form 10-K and any and all amendments thereto, including any and all exhibits and other instruments and documents said attorney or attorneys shall deem necessary, appropriate or advisable in connection therewith, and to file the same with the Commission and to appear before the Commission in connection with any matter relating thereto; and
- b. any and all further post-effective amendments to the Registration Statement, including the exhibits thereto and the related prospectus or prospectuses and any supplement(s) thereto, and any registration statement for the same offering filed pursuant to Rule 462 under the Securities Act and any and all instruments necessary or incidental in connection therewith, as said attorney or attorneys shall deem necessary or incidental in connection therewith, and to file the same with the Commission and to appear before the Commission in connection with any matter relating thereto.

Each of said attorneys shall have full power and authority to do and perform in the name and on behalf of the undersigned, in any and all capacities, every act whatsoever necessary or desirable to be done in the premises, as fully and to all intents and purposes as the undersigned might or could do in person, the undersigned hereby ratifying and approving the acts that said attorneys and each of them, or their or his substitutes or substitute, may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned has executed this power of attorney as of the 10 day of March, 2000.

/s/ Ronald L. Kuehn, Jr.

Ronald L. Kuehn, Jr.

TRANSOCEAN SEDCO FOREX INC.

Power of Attorney

WHEREAS, TRANSOCEAN SEDCO FOREX INC., a Cayman Islands corporation (the "Company"), intends to file with the U.S. Securities and Exchange Commission (the "Commission") pursuant to the Securities Exchange Act of 1934, as amended, and the rules and regulations of the Commission promulgated thereunder, an annual report on Form 10-K for the fiscal year ended December 31, 1999, together with any and all exhibits and other instruments and documents necessary, advisable or appropriate in connection therewith (the "Form 10-K"); and

WHEREAS, the Company has filed with the Commission pursuant to the Securities Act of 1933, as amended (the "Securities Act"), a post-effective amendment to the Company's Registration Statement on Form S-3 (Registration No. 333-59001), as amended, including a related prospectus (the "Registration Statement"), as prescribed by the Commission pursuant to the Securities Act and the rules and regulations thereunder, in connection with the registration of ordinary shares, par value U.S. \$0.01 per share, unsecured debt securities, preference shares or warrants to purchase securities of the Company.

NOW, THEREFORE, the undersigned, in his capacity as a director of the Company, does hereby appoint Eric B. Brown, Nicolas J. Evanoff, William E. Turcotte, Ricardo Rosa and Brenda S. Masters, and each of them severally, his true and lawful attorney or attorneys with power to act with or without the others, and with full power of substitution and resubstitution, to execute in his name, place and stead, in his capacity as a director of the Company:

- a. the Form 10-K and any and all amendments thereto, including any and all exhibits and other instruments and documents said attorney or attorneys shall deem necessary, appropriate or advisable in connection therewith, and to file the same with the Commission and to appear before the Commission in connection with any matter relating thereto; and
- b. any and all further post-effective amendments to the Registration Statement, including the exhibits thereto and the related prospectus or prospectuses and any supplement(s) thereto, and any registration statement for the same offering filed pursuant to Rule 462 under the Securities Act and any and all instruments necessary or incidental in connection therewith, as said attorney or attorneys shall deem necessary or incidental in connection therewith, and to file the same with the Commission and to appear before the Commission in connection with any matter relating thereto.

Each of said attorneys shall have full power and authority to do and perform in the name and on behalf of the undersigned, in any and all capacities, every act whatsoever necessary or desirable to be done in the premises, as fully and to all intents and purposes as the undersigned might or could do in person, the undersigned hereby ratifying and approving the acts that said attorneys and each of them, or their or his substitutes or substitute, may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned has executed this power of attorney as of the 9 day of March, 2000.

/s/ Arthur Lindenauer

Arthur Lindenauer

TRANSOCEAN SEDCO FOREX INC.

Power of Attorney

WHEREAS, TRANSOCEAN SEDCO FOREX INC., a Cayman Islands corporation (the "Company"), intends to file with the U.S. Securities and Exchange Commission (the "Commission") pursuant to the Securities Exchange Act of 1934, as amended, and the rules and regulations of the Commission promulgated thereunder, an annual report on Form 10-K for the fiscal year ended December 31, 1999, together with any and all exhibits and other instruments and documents necessary, advisable or appropriate in connection therewith (the "Form 10-K"); and

WHEREAS, the Company has filed with the Commission pursuant to the Securities Act of 1933, as amended (the "Securities Act"), a post-effective amendment to the Company's Registration Statement on Form S-3 (Registration No. 333-59001), as amended, including a related prospectus (the "Registration Statement"), as prescribed by the Commission pursuant to the Securities Act and the rules and regulations thereunder, in connection with the registration of ordinary shares, par value U.S. \$0.01 per share, unsecured debt securities, preference shares or warrants to purchase securities of the Company.

NOW, THEREFORE, the undersigned, in his capacity as a director of the Company, does hereby appoint Eric B. Brown, Nicolas J. Evanoff, William E. Turcotte, Ricardo Rosa and Brenda S. Masters, and each of them severally, his true and lawful attorney or attorneys with power to act with or without the others, and with full power of substitution and resubstitution, to execute in his name, place and stead, in his capacity as a director of the Company:

- a. the Form 10-K and any and all amendments thereto, including any and all exhibits and other instruments and documents said attorney or attorneys shall deem necessary, appropriate or advisable in connection therewith, and to file the same with the Commission and to appear before the Commission in connection with any matter relating thereto; and
- b. any and all further post-effective amendments to the Registration Statement, including the exhibits thereto and the related prospectus or prospectuses and any supplement(s) thereto, and any registration statement for the same offering filed pursuant to Rule 462 under the Securities Act and any and all instruments necessary or incidental in connection therewith, as said attorney or attorneys shall deem necessary or incidental in connection therewith, and to file the same with the Commission and to appear before the Commission in connection with any matter relating thereto.

Each of said attorneys shall have full power and authority to do and perform in the name and on behalf of the undersigned, in any and all capacities, every act whatsoever necessary or desirable to be done in the premises, as fully and to all intents and purposes as the undersigned might or could do in person, the undersigned hereby ratifying and approving the acts that said attorneys and each of them, or their or his substitutes or substitute, may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned has executed this power of attorney as of the 14 day of March, 2000.

/s/ Martin B. McNamara

Martin B. McNamara

TRANSOCEAN SEDCO FOREX INC.

Power of Attorney

WHEREAS, TRANSOCEAN SEDCO FOREX INC., a Cayman Islands corporation (the "Company"), intends to file with the U.S. Securities and Exchange Commission (the "Commission") pursuant to the Securities Exchange Act of 1934, as amended, and the rules and regulations of the Commission promulgated thereunder, an annual report on Form 10-K for the fiscal year ended December 31, 1999, together with any and all exhibits and other instruments and documents necessary, advisable or appropriate in connection therewith (the "Form 10-K"); and

WHEREAS, the Company has filed with the Commission pursuant to the Securities Act of 1933, as amended (the "Securities Act"), a post-effective amendment to the Company's Registration Statement on Form S-3 (Registration No. 333-59001), as amended, including a related prospectus (the "Registration Statement"), as prescribed by the Commission pursuant to the Securities Act and the rules and regulations thereunder, in connection with the registration of ordinary shares, par value U.S. \$0.01 per share, unsecured debt securities, preference shares or warrants to purchase securities of the Company.

NOW, THEREFORE, the undersigned, in his capacity as a director of the Company, does hereby appoint Eric B. Brown, Nicolas J. Evanoff, William E. Turcotte, Ricardo Rosa and Brenda S. Masters, and each of them severally, his true and lawful attorney or attorneys with power to act with or without the others, and with full power of substitution and resubstitution, to execute in his name, place and stead, in his capacity as a director of the Company:

- a. the Form 10-K and any and all amendments thereto, including any and all exhibits and other instruments and documents said attorney or attorneys shall deem necessary, appropriate or advisable in connection therewith, and to file the same with the Commission and to appear before the Commission in connection with any matter relating thereto; and
- b. any and all further post-effective amendments to the Registration Statement, including the exhibits thereto and the related prospectus or prospectuses and any supplement(s) thereto, and any registration statement for the same offering filed pursuant to Rule 462 under the Securities Act and any and all instruments necessary or incidental in connection therewith, as said attorney or attorneys shall deem necessary or incidental in connection therewith, and to file the same with the Commission and to appear before the Commission in connection with any matter relating thereto.

Each of said attorneys shall have full power and authority to do and perform in the name and on behalf of the undersigned, in any and all capacities, every act whatsoever necessary or desirable to be done in the premises, as fully and to all intents and purposes as the undersigned might or could do in person, the undersigned hereby ratifying and approving the acts that said attorneys and each of them, or their or his substitutes or substitute, may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned has executed this power of attorney as of the 14 day of March, 2000.

/s/ Roberto Monti

Roberto Monti

TRANSOCEAN SEDCO FOREX INC.

Power of Attorney

WHEREAS, TRANSOCEAN SEDCO FOREX INC., a Cayman Islands corporation (the "Company"), intends to file with the U.S. Securities and Exchange Commission (the "Commission") pursuant to the Securities Exchange Act of 1934, as amended, and the rules and regulations of the Commission promulgated thereunder, an annual report on Form 10-K for the fiscal year ended December 31, 1999, together with any and all exhibits and other instruments and documents necessary, advisable or appropriate in connection therewith (the "Form 10-K"); and

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IN WITNESS WHEREOF, the undersigned has executed this power of attorney as of the 15 day of March, 2000.

/s/ Alain Roger

Alain Roger

TRANSOCEAN SEDCO FOREX INC.

Power of Attorney

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IN WITNESS WHEREOF, the undersigned has executed this power of attorney as of the 13 day of March, 2000.

/s/ Kristian Siem

Kristian Siem

TRANSOCEAN SEDCO FOREX INC.

Power of Attorney

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IN WITNESS WHEREOF, the undersigned has executed this power of attorney as of the 15 day of March, 2000.

/s/ Ian C. Strachan

Ian C. Strachan

TRANSOCEAN SEDCO FOREX INC.

Power of Attorney

WHEREAS, TRANSOCEAN SEDCO FOREX INC., a Cayman Islands corporation (the "Company"), intends to file with the U.S. Securities and Exchange Commission (the "Commission") pursuant to the Securities Exchange Act of 1934, as amended, and the rules and regulations of the Commission promulgated thereunder, an annual report on Form 10-K for the fiscal year ended December 31, 1999, together with any and all exhibits and other instruments and documents necessary, advisable or appropriate in connection therewith (the "Form 10-K"); and

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NOW, THEREFORE, the undersigned, in his capacity as President, Chief Executor Officer and a director of the Company, does hereby appoint Eric B. Brown, Nicolas J. Evanoff, William E. Turcotte, Ricardo Rosa and Brenda S. Masters, and each of them severally, his true and lawful attorney or attorneys with power to act with or without the others, and with full power of substitution and resubstitution, to execute in his name, place and stead, in his capacity as President, Chief Executor Officer and a director of the Company:

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IN WITNESS WHEREOF, the undersigned has executed this power of attorney
as of the 13 day of March, 2000.

/s/ J. Michael Talbert

J. Michael Talbert