

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8
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 (Address of Principal Executive Offices)	N/A (I.R.S. Employer Identification No.)
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EMPLOYEE STOCK PURCHASE PLAN
(Full title of the plan)

ERIC B. BROWN, ESQ.
TRANSOCEAN SEDCO FOREX INC.
4 GREENWAY PLAZA
HOUSTON, TEXAS 77046
(Name and address of agent for service)

(713) 232-7500
(Telephone number, including area code, of agent for service)

CALCULATION OF REGISTRATION FEE

TITLE OF SECURITIES TO BE REGISTERED	PROPOSED MAXIMUM AMOUNT TO BE REGISTERED	PROPOSED MAXIMUM OFFERING PRICE PER SHARE (1)	AGGREGATE OFFERING PRICE (1)	AMOUNT OF REGISTRATION FEE(2)
Ordinary Shares, par value \$.01 per share	750,000 \$	29.94 \$	22,455,000 \$	5,366.75

- (1) Estimated pursuant to Rules 457(c) and (h) solely for the purpose of computing the registration fee and based upon the average of the high and low sales prices of the ordinary shares reported on the New York Stock Exchange Composite Tape on December 13, 2001.
- (2) Pursuant to Rule 457(p) of the Securities Act of 1933, the Registrant hereby offsets the registration fee required in connection with this registration statement by the aggregate total dollar amount of \$5,366.75 previously paid on November 23, 1998 by R&B Falcon Corporation (an indirect wholly owned subsidiary of the Registrant) in connection with its registration statement on Form S-8 (Registration No. 333-67757) relating to securities offered thereunder that remain unsold. Accordingly, no registration fee is being paid in connection with this registration statement.

This Registration Statement is being filed by Transocean Sedco Forex Inc. pursuant to General Instruction E of Form S-8 under the Securities Act of 1933, as amended. The contents of the Registration Statement on Form S-8 (Registration No. 333-94551) filed with the Securities and Exchange Commission on January 12, 2000 are incorporated herein by reference.

ITEM 8. EXHIBITS.

- *4.1 - Employee Stock Purchase Plan, as amended and restated effective January 1, 2000 (incorporated by reference to Exhibit 4.4 to the registrant's Registration Statement on Form S-8 (Registration No. 333-94551) filed January 12, 2000)
- *4.2 - First Amendment to the Amended and Restated Employee Stock Purchase Plan of Transocean Sedco Forex Inc., effective as of January 31, 2001 (incorporated by reference to Exhibit 10.7 to the registrant's Annual Report on Form 10-K for the year ended December 31, 2000)
- 5.1 - Opinion of Walkers, regarding the legality of securities to be issued by Transocean Sedco Forex Inc.

- 23.1 - Consent of PricewaterhouseCoopers LLP
- 23.2 - Consent of Ernst & Young LLP
- 23.3 - Consent of Arthur Andersen LLP
- 23.4 - Consent of Walkers (contained in Exhibit 5.1)
- 24.1 - Powers of Attorney

* Incorporated herein by reference as indicated.

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-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas, on December 18, 2001.

TRANSOCEAN SEDCO FOREX INC.

By: /s/ J. Michael Talbert

 J. Michael Talbert
 Chief Executive 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 AND ON DECEMBER 13, 2001.

Signature	Title

*	Chairman of the Board of Directors

Victor E. Grijalva	
/s/ J. Michael Talbert	Chief Executive Officer and Director (Principal Executive Officer)

J. Michael Talbert	
/s/ Gregory Cauthen	Vice President, Chief Financial Officer and Treasurer (Principal Financial Officer)

Gregory Cauthen	
/s/ Ricardo Rosa	Vice President and Controller (Principal Accounting Officer)

Ricardo Rosa	
*	Director

Richard D. Kinder	
*	Director

Ronald L. Kuehn, Jr.	
*	Director

Arthur Lindenauer	
*	Director

Paul B. Loyd, Jr.	
*	Director

Martin B. McNamara	
*	Director

Roberto Monti	
*	Director

Richard A. Pattarozzi	
*	Director

Alain Roger	
*	Director

Kristian Siem	
*	Director

Ian C. Strachan	
*	

By: /s/ William E. Turcotte	

William E. Turcotte (Attorney-in-Fact)	

EXHIBIT INDEX

EXHIBIT NO.	DESCRIPTION
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24.1	- Powers of Attorney

*Incorporated herein by reference as indicated.

WALKERS
Attorneys-at-Law

P.O. Box 265GT, Walker House,
Grand Cayman, Cayman Islands
Tel. (345) 949-0100 Fax: (345) 949-7886
Email: info@walkers.com.ky

December 19, 2001

Transocean Sedco Forex Inc.
4 Greenway Plaza
Houston
Texas 77045
United States of America

Gentlemen,

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

We have acted as special Cayman Islands counsel to Transocean Sedco Forex Inc., a Cayman Islands exempted company ("TRANSOCEAN"), in connection with a reservation of Transocean ordinary shares, of a par or nominal value of US\$0.01 per share ("ORDINARY SHARES"), to be issued under the terms of its Long-Term Incentive Plan (the "LTIP") and its Employee Stock Purchase Plan (the "ESPP"). Under the amendment to the LTIP, Transocean reserved an additional 6,200,000 Ordinary Shares for issuance. Under the amendment to the ESPP, Transocean reserved an additional 750,000 Ordinary Shares for issuance.

We have been asked to provide this legal opinion to you in connection with Transocean's filing of Registration Statements on Form S-8, pursuant to the Securities Act of 1933, as amended, to register the additional shares issuable under the LTIP and the ESPP.

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:

When issued and sold pursuant to the provisions of the LTIP and the ESPP, as applicable, the Ordinary Shares will be recognized as having been duly authorised, 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 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 Statements on Form S-8 that are referred to herein. 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

WALKERS

SCHEDULE 1

LIST OF DOCUMENTS EXAMINED

1. The Memorandum and Articles of Association of Transocean.
2. The Resolutions adopted by the Board of Directors of Transocean pursuant to their meeting of December 13, 2001.
3. Such other documents as we have considered necessary for the purposes of rendering this opinion.

The document at paragraph 2 above is referred to in this opinion as the "RESOLUTION".

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 Transocean supplied to us on 18 December, 2001 by Transocean contain a complete record of the business transacted by it.
3. The corporate records of Transocean supplied to us on 18 December, 2001 by Transocean 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 Resolution, no corporate or other action has been taken by Transocean to amend, alter or repeal the Resolution.

CONSENT OF INDEPENDENT ACCOUNTANTS

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated August 6, 1999 relating to the financial statements, which appears in the 2000 Annual Report to Shareholders of which is incorporated by reference in Transocean Sedco Forex's Annual Report on Form 10-K for the year ended December 31, 2000.

/s/ PricewaterhouseCoopers LLP

New York, New York
December 17, 2001

CONSENT OF INDEPENDENT AUDITORS

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Employee Stock Purchase Plan of Transocean Sedco Forex Inc. of our report dated January 25, 2001, with respect to the consolidated balance sheets as of December 31, 2000 and 1999, and the related consolidated statements of operations, equity and cash flows for the year ended December 31, 2000, and the related combined statements of operations, equity and cash flows for the year ended December 31, 1999 (and the related financial statement schedule) of Transocean Sedco Forex Inc. and Subsidiaries included in its Annual Report (Form 10-K) for the year ended December 31, 2000, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Houston, Texas
December 17, 2001

CONSENT OF INDEPENDENT PUBLIC ACCOUNTANTS

As independent public accountants, we hereby consent to the incorporation by reference in this registration statement on Form S-8 of our report dated February 23, 2001 included in R&B Falcon Corporation's Form 10-K for the year ended December 31, 2000 and to all references to our Firm included in this registration statement.

/s/ Arthur Andersen LLP

Houston, Texas

December 17, 2001

TRANSOCEAN SEDCO FOREX INC.

POWER OF ATTORNEY

WHEREAS, TRANSOCEAN SEDCO FOREX INC., a Cayman Islands exempted company (the "Company"), intends to file with the Securities and Exchange Commission (the "Commission") pursuant to the Securities Act of 1933, as amended (the "Securities Act"), and the rules and regulations of the Commission promulgated thereunder, (i) a registration statement on Form S-8 for the registration of 6,200,000 additional ordinary shares issuable under the Company's Long-Term Incentive Plan, and (ii) a registration statement on Form S-8 for the registration of 750,000 additional ordinary shares issuable under the Company's Employee Stock Purchase Plan, together with any and all exhibits, documents and other instruments and documents necessary, advisable or appropriate in connection therewith, including any amendments thereto (the "Form S-8").

NOW, THEREFORE, the undersigned, in his capacity as a director or officer or both, as the case may be, of the Company, does hereby appoint J. Michael Talbert, Robert L. Long, Eric B. Brown, 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 other, and with full power of substitution and resubstitution, to execute in his name, place and stead, in his capacity as director, officer or both, as the case may be, of the Company, the Form S-8 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. 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 13th day of December, 2001.

By: /s/ Victor E. Grijalva

Name: Victor E. Grijalva

TRANSOCEAN SEDCO FOREX INC.

POWER OF ATTORNEY

WHEREAS, TRANSOCEAN SEDCO FOREX INC., a Cayman Islands exempted company (the "Company"), intends to file with the Securities and Exchange Commission (the "Commission") pursuant to the Securities Act of 1933, as amended (the "Securities Act"), and the rules and regulations of the Commission promulgated thereunder, (i) a registration statement on Form S-8 for the registration of 6,200,000 additional ordinary shares issuable under the Company's Long-Term Incentive Plan, and (ii) a registration statement on Form S-8 for the registration of 750,000 additional ordinary shares issuable under the Company's Employee Stock Purchase Plan, together with any and all exhibits, documents and other instruments and documents necessary, advisable or appropriate in connection therewith, including any amendments thereto (the "Form S-8").

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IN WITNESS WHEREOF, the undersigned has executed this power of attorney as of the 13th day of December, 2001.

By: /s/ Ronald L. Kuehn, Jr.

Name: Ronald L. Kuehn, Jr.

TRANSOCEAN SEDCO FOREX INC.

POWER OF ATTORNEY

WHEREAS, TRANSOCEAN SEDCO FOREX INC., a Cayman Islands exempted company (the "Company"), intends to file with the Securities and Exchange Commission (the "Commission") pursuant to the Securities Act of 1933, as amended (the "Securities Act"), and the rules and regulations of the Commission promulgated thereunder, (i) a registration statement on Form S-8 for the registration of 6,200,000 additional ordinary shares issuable under the Company's Long-Term Incentive Plan, and (ii) a registration statement on Form S-8 for the registration of 750,000 additional ordinary shares issuable under the Company's Employee Stock Purchase Plan, together with any and all exhibits, documents and other instruments and documents necessary, advisable or appropriate in connection therewith, including any amendments thereto (the "Form S-8").

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IN WITNESS WHEREOF, the undersigned has executed this power of attorney as of the 18th day of December, 2001.

By: /s/ Richard D. Kinder

Name: Richard D. Kinder

TRANSOCEAN SEDCO FOREX INC.

POWER OF ATTORNEY

WHEREAS, TRANSOCEAN SEDCO FOREX INC., a Cayman Islands exempted company (the "Company"), intends to file with the Securities and Exchange Commission (the "Commission") pursuant to the Securities Act of 1933, as amended (the "Securities Act"), and the rules and regulations of the Commission promulgated thereunder, (i) a registration statement on Form S-8 for the registration of 6,200,000 additional ordinary shares issuable under the Company's Long-Term Incentive Plan, and (ii) a registration statement on Form S-8 for the registration of 750,000 additional ordinary shares issuable under the Company's Employee Stock Purchase Plan, together with any and all exhibits, documents and other instruments and documents necessary, advisable or appropriate in connection therewith, including any amendments thereto (the "Form S-8").

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IN WITNESS WHEREOF, the undersigned has executed this power of attorney as of the 13th day of December, 2001.

By: /s/ Ronald L. Kuehn, Jr.

Name: Ronald L. Kuehn, Jr.

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 13th day of December, 2001.

By: /s/ Arthur Lindenauer

Name: Arthur Lindenauer

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 13th day of December, 2001.

By: /s/ Paul B. Loyd, Jr.

Name: Paul B. Loyd, Jr.

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 13th day of December, 2001.

By: /s/ Martin B. McNamara

Name: Martin B. McNamara

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 13th day of December, 2001.

By: /s/ Roberto L. Monti

Name: Roberto L. Monti

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 13th day of December, 2001.

By: /s/ Richard A. Pattarozzi

Name: Richard A. Pattarozzi

TRANSOCEAN SEDCO FOREX INC.

POWER OF ATTORNEY

WHEREAS, TRANSOCEAN SEDCO FOREX INC., a Cayman Islands exempted company (the "Company"), intends to file with the Securities and Exchange Commission (the "Commission") pursuant to the Securities Act of 1933, as amended (the "Securities Act"), and the rules and regulations of the Commission promulgated thereunder, (i) a registration statement on Form S-8 for the registration of 6,200,000 additional ordinary shares issuable under the Company's Long-Term Incentive Plan, and (ii) a registration statement on Form S-8 for the registration of 750,000 additional ordinary shares issuable under the Company's Employee Stock Purchase Plan, together with any and all exhibits, documents and other instruments and documents necessary, advisable or appropriate in connection therewith, including any amendments thereto (the "Form S-8").

NOW, THEREFORE, the undersigned, in his capacity as a director or officer or both, as the case may be, of the Company, does hereby appoint J. Michael Talbert, Robert L. Long, Eric B. Brown, 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 other, and with full power of substitution and resubstitution, to execute in his name, place and stead, in his capacity as director, officer or both, as the case may be, of the Company, the Form S-8 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. 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 13th day of December, 2001.

By: /s/ Alain Roger

Name: 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 13th day of December, 2001.

By: /s/ Kristian Siem

Name: 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 13th day of December, 2001.

By: /s/ Ian C. Strachan

Name: Ian C. Strachan

