

# ENSCO PLC

Filed by

**NEWMAN TANNENBAUM HELPERN SYRACUSE &  
HIRSCHTRITT LLP**

## FORM SC 13D

(Statement of Beneficial Ownership)

Filed 01/20/98

Telephone	4402076594660
CIK	0000314808
Symbol	ESV
SIC Code	1381 - Drilling Oil and Gas Wells
Industry	Oil Well Services & Equipment
Sector	Energy
Fiscal Year	12/31

# ENSCO INTERNATIONAL INC

## FORM SC 13D (Statement of Beneficial Ownership)

Filed 1/20/1998

Address	500 NORTH AKARD STREET SUITE 4300 DALLAS, Texas 75201-3331
Telephone	214-397-3000
CIK	0000314808
Industry	Oil Well Services & Equipment
Sector	Energy
Fiscal Year	12/31

**SECURITIES AND EXCHANGE COMMISSION**  
WASHINGTON, D.C. 20549

AMENDMENT NO. 1

SCHEDULE 13D

Under the Securities Exchange Act of 1934

**ENSCO INTERNATIONAL, INC.**

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(Name of Issuer)

**Common Stock, \$0.10 Par Value**

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(Title of Class of Securities)

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0002927191  
(CUSIP NUMBER)

**CAMBRIDGE INVESTMENTS, LTD.**

600 Montgomery Street  
43rd Floor  
San Francisco, California 94111  
Tel. No.: (415) 781-0866

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(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

- with copies to -

Michael G. Tannenbaum, Esq.  
Newman Tannenbaum Helpert Syracuse & Hirschtritt LLP  
900 Third Avenue - 13th Floor  
New York, New York 10022  
(212) 508-6700

December 12, 1997

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(Date of event which requires filing of this statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b)(3) or (4) check the following box [ ]

The information required in 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, as amended ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act.

-----  
 1 NAME OF REPORTING PERSONS  
 S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

Cambridge Investments, Ltd.  
 -----

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a)   
 (b)

-----  
 3 SEC USE ONLY  
 -----

4 SOURCE OF FUNDS\*

00  
 -----

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
 PURSUANT TO ITEM 2(d) or 2(e)

-----  
 6 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.A.  
 -----

NUMBER OF 7 SOLE VOTING POWER  
 SHARES  
 BENEFICIALLY 6,372,060 shares of Common Stock (See Item 5)  
 OWNED BY  
 EACH  
 REPORTING  
 PERSON WITH

-----  
 8 SHARED VOTING POWER  
 85,350 shares of Common Stock (See Item 5)  
 -----

9 SOLE DISPOSITIVE POWER  
 6,372,060 shares of Common Stock (See Item 5)  
 -----

10 SHARED DISPOSITIVE POWER  
 85,350 shares of Common Stock (See Item 5)  
 -----

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 6,457,410 shares of Common Stock (See Item 5.)  
 -----

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES  
 CERTAIN SHARES\*

-----  
 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
 4.50% of Common Stock (See Item 5)  
 -----

14 TYPE OF REPORTING PERSON\*  
 IA  
 -----

\*SEE INSTRUCTIONS BEFORE FILLING OUT

**AMENDMENT NO. 1 TO**

**SCHEDULE 13D**

This Amendment No. 1 to Schedule 13D is being filed on behalf of Cambridge Investments, Ltd. ("Cambridge" or "CIL"), a California corporation, registered as an investment advisor in the State of California, regarding shares of EnSCO International, Inc. acquired on behalf of certain of its clients.

**Item 1. Security and Issuer**

Securities acquired: Common Stock, \$0.10 par value

Issuer: EnSCO International, Inc. (the "Issuer")  
2700 Fountain Place  
1445 Ross Avenue  
Dallas, TX 75202-2792  
(214) 922-1500

**Item 2. Identity and Background**

There is no change in this section.

**Item 3. Source and Amount of Funds**

Cambridge, through Cambridge Energy, L.P. ("CELP"), Cambridge Energy Fund International Ltd. ("CEF") Cambridge Oil & Gas, L.P. ("COG"), Cambridge Oil & Gas International, Ltd. ("COG Int'l"), Palamundo, LDC ("PAL"), Quantum Partners, LDC ("QUE"), Cambridge Profit Sharing Plan (the "Plan") and Cambridge (collectively, the "Funds"), has invested approximately \$126,688,693.20 in Common Stock of the Issuer as described in Item 5 below. CELP, CEF, COG, COG Int'l, PAL, QUE, the Plan, and Cambridge have invested approximately \$27,269,144.06, \$33,156,094.21, \$14,600,748.05, \$7,132,419.21, \$1,654,808.20, \$14,898,468.73, \$11,435,396.86 and \$8,887,813.55, respectively. The source of these funds was the respective working capital of each of the Funds. John R. Tozzi ("JRT"), the sole shareholder of CIL, may be deemed to have invested directly and indirectly approximately \$7,653,720.53.

**Item 4. Purpose of the Transaction**

There is no change in this section

## **Item 5. Interest in Securities of the Issuer**

(a) Cambridge is the beneficial owner of 6,457,410 shares of Common Stock, or 4.5% shares of the shares outstanding. Of the 6,457,410 shares of Common Stock described above, (i) 1,766,374 are deemed beneficially owned by Cambridge in its capacity as investment advisor for the institutional account of CELP; (ii) 1,717,875 are deemed beneficially owned by Cambridge in its capacity as investment advisor for the institutional account of CEF; (iii) 566,500 are deemed beneficially owned by Cambridge in its capacity as investment advisor for the institutional account of COG; (iv) 212,500 are deemed beneficially owned by Cambridge in its capacity as investment advisor for the institutional account of COG Int'l.; (v) 68,259 are deemed beneficially owned by Cambridge in its capacity as investment advisor for the institutional account of Palamundo; (vi) 486,352 are deemed beneficially owned by Cambridge in its capacity as investment advisor for the institutional account of QUE; (vii) 931,600 are deemed beneficially owned by Cambridge in its capacity as investment advisor for the institutional account of the Plan; and (viii) 264,000 are deemed beneficially owned by Cambridge in its capacity as investment advisor for its institutional account. JRT, directly and indirectly, may be deemed the beneficial owner of 443,950 shares of Common Stock or, in the aggregate, 0.31% of the shares outstanding.

The number of shares beneficially owned by Cambridge, and the percentage of outstanding shares represented thereby, have been computed in accordance with Rule 13d-3 under the Act. The percentage of ownership of Cambridge on December 29, 1997 is based on 142,282,699 outstanding shares of Common Stock as reported in the Issuer's Quarterly Report on Form 10-Q as filed with the Securities and Exchange Commission for the quarter ended September 30, 1997.

(b) Cambridge has the sole power to vote and dispose of the shares of Common Stock held for the institutional accounts of CELP, CEF, COG, COG Int'l., PAL, QUE, the Plan and Cambridge mentioned above. JRT has the sole power to vote and dispose of 358,600 shares of Common Stock held by him directly or through a charitable organization established by JRT. JRT has shared power to vote and dispose of the remaining 85,350 of the shares of Common Stock which are owned by JRT's family.

(c) The transactions in the Issuer's securities by Cambridge over the last sixty (60) days are listed as Annex A attached hereto and made apart hereof.

(d) The Funds, respectively, JRT's charitable organization and JRT's family have the right to participate in the receipt of dividends from, or proceeds from the sale of securities held on behalf of such funds.

(e) Not Applicable.

**Item 6. Contracts, Arrangement, Understandings or Relationships with Respect to Securities of the Issuer**

There is no change in this section.

**Item 7. Material to be Filed as Exhibits**

There is no change in this section.

## ESV

DATE	ACCOUNT	TRANS (A/D)	SHARES	PRICE (\$)
11/13/97	JRT	A	15000	38.18
11/13/97	JRT	D	15000	39.06
11/14/97	PAL	D	950	39.61
11/14/97	PAL	D	1150	39.61
11/14/97	PAL	D	1900	39.61
11/14/97	QUE	D	31000	39.61
11/17/97	CEF	D	14400	40.95
11/17/97	CEF	D	7600	40.95
11/17/97	CELP	D	15850	40.95
11/17/97	CELP	D	4400	40.95
11/17/97	CELP	D	750	40.95
11/17/97	QUE	D	9500	40.95
11/18/97	CEF	D	9600	38.79
11/18/97	CELP	D	2450	38.79
11/18/97	CELP	D	5750	38.79
11/18/97	QUE	D	2200	38.79
12/05/97	CEF	D	16000	38.3
12/05/97	CEF	D	32000	38.3
12/05/97	CEF	D	9763	38.78
12/05/97	CEF	D	16537	38.78
12/05/97	CEF	D	7463	38.3
12/05/97	CELP	D	3200	38.3
12/05/97	CELP	D	8014	38.78
12/05/97	CELP	D	21786	38.3
12/05/97	CELP	D	3450	38.3
12/05/97	CELP	D	14986	38.78
12/05/97	CELP	D	20000	38.3
12/05/97	PAL	D	8253	38.3
12/05/97	QUE	D	7000	38.77
12/05/97	QUE	D	14948	38.3
12/08/97	CEF	D	37200	12.76
12/08/97	CELP	D	21200	39.64
12/08/97	CELP	D	6586	39.64
12/08/97	CELP	D	5014	39.64
12/08/97	QUE	D	8452	39.64
12/08/97	QUE	D	1948	39.64
12/09/97	CEF	D	16800	39.03
12/09/97	CELP	D	12000	39.03



12/09/97	QUE	D	6200	39.03
-----				
12/10/97	CEF	D	3437	38.61
-----				
12/10/97	CEF	D	4563	38.61
-----				
12/10/97	CEF	D	25000	38.61

12/10/97	CELP	D	2614	38.61
12/10/97	CELP	D	10386	38.61
12/10/97	CELP	D	21200	38.61
12/10/97	QUE	D	19800	38.61
12/11/97	CEF	D	20000	36.3
12/11/97	CEF	D	29800	36.3
12/11/97	CEF	D	6163	36.3
12/11/97	CEF	D	15437	36.3
12/12/97	CEF	D	10100	35.17
12/12/97	CELP	D	16986	35.17
12/12/97	CELP	D	414	35.17
12/12/97	CELP	D	10400	35.17
12/12/97	CELP	D	14000	35.17
12/12/97	CELP	D	60400	35.17
12/12/97	QUE	D	31700	35.17

## Signatures

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

Dated: January 16, 1998

### CAMBRIDGE INVESTMENTS, LTD.

*By: /s/Jocelyn E. Weingart,  
Vice President*

*Page 8 of 8 Pages*

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**End of Filing**

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