

ENSCO PLC
Filed by
CAMBRIDGE INVESTMENTS LTD/

FORM SC 13D
(Statement of Beneficial Ownership)

Filed 09/05/97

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 9/5/1997

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934

ENSCO INTERNATIONAL, INC.

(Name of Issuer)

Common Stock, \$0.10 Par Value

(Title of Class of Securities)

0002927191

(CUSIP NUMBER)

CAMBRIDGE INVESTMENTS, LTD.

600 Montgomery Street

27th Floor

San Francisco, California 94111

Tel. No.: (415) 627-3017

(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

August 5, 1997

(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 PROCEEDING IS REQUIRED
PURSUANT TO ITEM 2(d) OR 2(e) []

6 CITIZENSHIP OR PLACE OR ORGANIZATION
U.S.A.

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 3,545,680 shares of Common Stock (See Item 5)
	8	SHARED VOTING POWER 37,425 shares of Common Stock (See Item 5)
	9	SOLE DISPOSITIVE POWER 3,545,680 shares of Common Stock (See Item 5)
	10	SHARED DISPOSITIVE POWER 37,425 shares of Common Stock (See Item 5)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
3,583,105 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)
5.0% of Common Stock (See Item 5)

14 TYPE OF REPORTING PERSON*
IA

*SEE INSTRUCTIONS BEFORE FILLING OUT

SCHEDULE 13D

This Schedule 13D is being filed on behalf of Cambridge Investments, Ltd., 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

Cambridge Investments, Ltd., a California corporation ("Cambridge"), is registered as an investment advisor in the State of California and provides investment management services to private individuals and institutions. Cambridge's contracts with its clients generally provide that Cambridge is responsible for designing and implementing either the client's overall investment strategy or the strategy of a client's portfolio managed by Cambridge; for conducting direct portfolio management strategies to the extent Cambridge determines that it is appropriate to utilize its own portfolio management capabilities. Cambridge is located at 600 Montgomery Street, San Francisco, California 94111. Cambridge has not been convicted in a criminal proceeding during the last five (5) years. Cambridge is not, and during the past five (5) years was not, a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result thereof, subject to any judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Mr. John R. Tozzi ("JRT") is the sole shareholder, director and principal of Cambridge. His business address is 600 Montgomery Street, San Francisco, California 94111. JRT's principal occupation is investment management and he is a United States citizen. During the past five (5) years, JRT has not been (a) convicted in a criminal proceeding, or (b) a party to any civil proceeding as a result of which he has been subject to any judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to federal or state securities laws or finding any violation with respect to such laws.

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 ("Palamundo"), Quantum Partners, LDC ("QP"), Cambridge Profit Sharing Plan (the "Plan") and Cambridge (collectively, the "Funds"), has invested approximately \$134,361,728.12 in Common Stock of the Issuer as described in Item 5 below. CELP, CEF, COG, COG Int'l., Palamundo, QP, the Plan and Cambridge have invested approximately \$35,769,023.00, \$41,953,815.00, \$13,865,308.00, \$3,977,200.46, \$2,036,892.00, \$19,528,755.70, \$12,538,200.61 and \$4,692,533.35, respectively. The source of these funds was the respective working capital of each of the Funds. JRT may be deemed to have invested directly and indirectly approximately \$8,008,392.68.

Item 4. Purpose of the Transaction

Cambridge has acquired shares of Common Stock reported in Item 5(c) hereof over the last sixty (60) days, and prior thereto, for portfolio investment purposes only, and do not have any present plans or proposals that relate to or would result in any change in the business, policies, management, structure or capitalization of the Issuer. Cambridge reserves the right to acquire, or dispose of, additional securities of the Issuer or any of its securities in the ordinary course of business, to the extent deemed advisable in light of their general investment and trading policies, market conditions or other factors. The Issuer may from time to time contact large shareholders with a view towards discussing the acquisition of their shares. Other than as described above, Cambridge does not have plans or proposals which would result in any of the following:

- 1) the acquisition by any person of additional securities of the Issuer, or the disposition of securities of the Issuer;
- 2) an extraordinary corporate transaction, such as a merger, reorganization or liquidation, involving the Issuer or any of its subsidiaries;
- 3) a sale or transfer of a material amount of assets of the Issuer or any of its subsidiaries;
- 4) any change in the present board of directors or management of the Issuer, including any plans or proposals to change the number or term of directors or to fill any vacancies on the board;
- 5) any material change in the present capitalization or dividend policy of the Issuer;
- 6) any other material change in the Issuer's business or corporate structure;

- 7) changes in the Issuer's charter, by-laws or instruments corresponding thereto or other actions which may impede the acquisition of control of the Issuer by any person;
- 8) causing a class of securities of the issuer to be delisted from a national securities exchange or to cease to be authorized to be quoted in an interdealer quotation system of a registered national securities association;
- 9) causing a class of securities of the Issuer to become eligible for termination of registration pursuant to Section 12(g)(4) of the Act; or
- 10) any action similar to any of those enumerated above.

Item 5. Interest in Securities of the Issuer

(a) Cambridge is the beneficial owner of 3,583,105 shares of Common Stock, or 5.0% shares of the shares outstanding. Of the 3,583,105 shares of Common Stock described above, (i) 1,045,230 are deemed beneficially owned by Cambridge in its capacity as investment advisor for the institutional account of CELP; (ii) 1,020,869 are deemed beneficially owned by Cambridge in its capacity as investment advisor for the institutional account of CEF; (iii) 273,900 are deemed beneficially owned by Cambridge in its capacity as investment advisor for the institutional account of COG; (iv) 66,000 are deemed beneficially owned by Cambridge in its capacity as investment advisor for the institutional account of COG Int'l.; (v) 41,281 are deemed beneficially owned by Cambridge in its capacity as investment advisor for the institutional account of Palamundo; (vi) 316,000 are deemed beneficially owned by Cambridge in its capacity as investment advisor for the institutional account of QP; (vii) 489,300 are deemed beneficially owned by Cambridge in its capacity as investment advisor for the institutional account of the Plan; and (viii) 82,000 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 248,525 shares of Common Stock or, in the aggregate, 0.3% 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 August 15, 1997 is based on 70,994,806 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 on July 31, 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., Palamundo, QP, the Plan and Cambridge mentioned above. JRT has the sole power to vote and dispose of 211,100 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 37,425 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

Not Applicable.

Item 7. Material to be Filed as Exhibits

Not Applicable

ENSCO

DATE	TRANS (A/D)	SHARES	PRICE (\$)	ACCOUNT
06/03/97	A	4,000	51	COG Int'l.
06/17/97	A	29,500	52.1313	CEF
06/17/97	A	4,400	52.0663	CEF
06/17/97	A	30,200	52.1313	CELP
06/17/97	A	5,400	52.0663	CELP
06/17/97	A	100	52.0663	COG Int'l.
06/17/97	A	2,950	52.1313	COG Int'l.
06/17/97	A	500	52.625	JRT*
06/17/97	A	2,950	52.1313	Palamundo
06/17/97	A	100	52.0663	Palamundo
06/20/97	A	9,200	52.5931	CEF
06/20/97	A	9,200	50.875	CEF
06/20/97	A	10,600	52.5931	CELP
06/20/97	A	10,600	50.875	CELP
06/20/97	A	200	50.875	Palamundo
06/20/97	A	200	52.5931	Palamundo
06/23/97	A	9,200	50.3125	CEF
06/23/97	A	10,600	50.3125	CELP
06/23/97	A	200	50.3125	Palamundo
06/27/97	A	10,000	50.8406	CEF
06/27/97	A	10,000	50.9463	CEF
06/27/97	A	14,900	51.4046	CEF
06/27/97	A	14,900	51.4046	CELP
06/27/97	A	10,000	50.9463	CELP
06/27/97	A	10,000	50.8406	CELP
06/27/97	D	200	51.8125	JRT*

06/30/97	A	12,000	52	CEF
06/30/97	A	16,000	52.75	CEF
06/30/97	A	12,500	52.2857	CEF
06/30/97	A	33,600	52.3202	CEF
06/30/97	A	2,200	52.75	CELP
06/30/97	A	1,600	52.2857	CELP
06/30/97	A	1,600	52	CELP
06/30/97	A	4,600	52.3202	CELP
06/30/97	A	950	52.2857	COG
06/30/97	A	1,200	52.75	COG
06/30/97	A	1,000	52	COG
06/30/97	A	2,500	52.3202	COG
06/30/97	A	500	52.2857	COG Int'l.
06/30/97	A	600	52.75	COG Int'l.
06/30/97	A	1,300	52.3202	COG Int'l.
06/30/97	A	400	52	COG Int'l.
06/30/97	A	19,450	52.2857	Palamundo
07/03/97	D	4,000	59.2938	Palamundo
07/07/97	A	12,000	59.5	CEF
07/07/97	A	12,250	59.5	CELP
07/07/97	A	250	59.5	COG Int'l.
07/07/97	A	500	59.5	Palamundo
07/08/97	A	20,000	58.2891	CIL
07/08/97	A	5,300	60.0625	COG Int'l.
07/16/97	A	500	64.125	CIL
07/16/97	A	35,000	64.75	CIL
07/29/97	A	11,000	64.5445	CEF
07/29/97	A	31,000	64.5445	COG

07/29/97	A	43,000	64.5445	QP
07/29/97	A	75,000	60.4002	QP
07/29/97	A	33,000	62.6589	QP
07/29/97	A	75,000	61.8729	QP
07/29/97	A	10,000	61.37	QP
07/29/97	A	80,000	61.2677	QP
08/01/97	A	35,000	66.5552	COG Int'l.
08/04/97	A	5,000	65.6875	COG
08/04/97	A	5,000	65.3338	COG Int'l.
08/05/97	A	5,000	64.3125	CEF
08/13/97	D	300	62.6875	JRT*
Subtotal:		811,200		

* These transactions relate to shares held by JRT, his family and a charitable organization established by JRT.

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: September 4, 1997

CAMBRIDGE INVESTMENTS, LTD.

By: /s/ Jocelyn E. Weingart

Jocelyn E. Weingart,
Vice President

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