

WEATHERFORD INTERNATIONAL INC /NEW/
Form 424B3
June 05, 2002

PROSPECTUS SUPPLEMENT
(TO PROSPECTUS DATED SEPTEMBER 14, 2000)

FILED PURSUANT TO RULE 424(b)(3)
REGISTRATION NO. 333-44272

WEATHERFORD INTERNATIONAL, INC.

\$910,000,000
ZERO COUPON CONVERTIBLE SENIOR DEBENTURES DUE 2020

9,097,270 SHARES OF COMMON STOCK

This document supplements the prospectus dated September 14, 2000, relating to the debentures and the shares of common stock issuable upon conversion or repurchase of the debentures. This prospectus supplement is incorporated by reference into the prospectus. The information in this prospectus supplement replaces and supersedes the information set forth under the heading "Selling Security Holders" in the prospectus dated September 14, 2000. This prospectus supplement replaces and supercedes all prior prospectus supplements.

Our common stock is listed on the New York Stock Exchange under the symbol "WFT." On June 4, 2002, the last reported sales price for our common stock on the New York Stock Exchange was \$47.75 per share.

WE URGE YOU TO CAREFULLY READ THE "FORWARD-LOOKING STATEMENTS" SECTION BEGINNING ON PAGE 4 AND THE "RISK FACTORS" SECTION BEGINNING ON PAGE 7 OF THE PROSPECTUS TOGETHER WITH THIS PROSPECTUS SUPPLEMENT AND THE PROSPECTUS BEFORE YOU MAKE YOUR INVESTMENT DECISION.

NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED OF THESE SECURITIES OR PASSED UPON THE ADEQUACY OR ACCURACY OF THIS PROSPECTUS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

The date of this Prospectus Supplement is June 5, 2002.

SELLING SECURITY HOLDERS

We originally sold the debentures to Morgan Stanley & Co. Incorporated on June 30, 2000 in a private placement. Morgan Stanley has advised us that it resold the debentures in transactions exempt from the registration requirements of the Securities Act of 1933 to "qualified institutional buyers" (as defined in Rule 144A under the Securities Act) in compliance with Rule 144A. These subsequent purchasers (and their respective donees and transferees for no consideration) may from time to time offer and sell any or all of the debentures or the common stock issuable on conversion of the debentures pursuant to this prospectus.

The debentures and the common stock to be offered and sold using this

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prospectus are being registered pursuant to a registration rights agreement between us and Morgan Stanley. In that agreement, we undertook to file a registration statement with regard to the debentures and common stock and, subject to certain exceptions, to keep that registration statement effective for up to two years. The registration statement to which this prospectus relates is intended to satisfy our obligations under that agreement.

The selling security holders named below have advised us that they currently intend to sell the debentures and common stock set forth below pursuant to this prospectus. Additional selling security holders may choose to sell debentures and common stock from time to time upon notice to us. See "Plan of Distribution".

Before a security holder may use this prospectus in connection with an offering of securities, this prospectus will be supplemented to include the name and amount of debentures and common stock beneficially owned by the selling security holder and the amount of debentures and common stock to be offered. Any prospectus supplement will also disclose whether any selling security holder selling in connection with that prospectus supplement has held any position, office or other material relationship with us or any of our predecessors or affiliates during the three years prior to the date of the prospectus supplement.

The following table is based solely on information provided by the selling security holders. This information represents the most current information provided to us by security holders. Some security holders may have reduced or increased their positions in the debentures from the amounts shown below and not yet informed us of the change. In that case, the amounts shown below may total more or less than \$910,000,000. To the extent the total of the amounts of debentures beneficially owned shown below is less than \$910,000,000, the shortfall represents amounts beneficially owned but not yet reported to us. To the extent such total exceeds \$910,000,000, such total includes duplicative amounts. In no case will more than \$910,000,000 aggregate principal amount at maturity of debentures be sold using this prospectus and all supplements to this prospectus.

SELLING SECURITY HOLDER	AMOUNT OF DEBENTURES BENEFICIALLY OWNED	PERCENTAGE OF DEBENTURES BENEFICIALLY OWNED	AMOUNT OF DEBENTURES TO BE SOLD (1)	NUMBER OF SHARES OF COMMON STOCK BENEFICIALLY OWNED (2)
Allstate Life Insurance Company.....	\$ 8,500,000	*	\$ 8,500,000	385,974
Arbitex Master Fund, L.P.....	5,000,000	*	5,000,000	49,985
Aristeia International, Ltd.....	11,160,000	1.2%	11,160,000	111,566
Aristeia Trading L.P.....	6,840,000	*	6,840,000	68,379
Banc of America Securities LLC.....	25,000,000	2.7	25,000,000	249,925
Bankers Trust Company, Trustee for Daimler Chrysler Corp. Emp. #1 Pension Plan Dtd. 4/1/89.....	5,555,000	*	5,555,000	55,533
BBT Fund, L.P.....	2,000,000	*	2,000,000	19,994
Bear, Stearns & Co., Inc.	24,500,000	2.7	24,500,000	244,926
Black Diamond Offshore, Ltd.....	6,651,000	*	6,651,000	66,490
CFFX, LLC.....	7,000,000	*	7,000,000	69,979
Chrysler Corporation Master Retirement Trust.....	4,010,000	*	4,010,000	40,087

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S-1

SELLING SECURITY HOLDER	AMOUNT OF DEBENTURES BENEFICIALLY OWNED	PERCENTAGE OF DEBENTURES BENEFICIALLY OWNED	AMOUNT OF DEBENTURES TO BE SOLD (1)	NUMBER OF SHARES OF COMMON STOCK BENEFICIALLY OWNED (2)
Clinton Riverside Convertible Portfolio Limited.....	5,000,000	*	5,000,000	49,985
Conseco Annuity Assurance Company Multi-Bucket Annuity Convertible Bond Fund.....	5,000,000	*	5,000,000	49,985
Conseco Fund Group Convertible Securities Fund.....	2,000,000	*	2,000,000	19,994
Conseco Health Insurance Company Convertible.....	500,000	*	500,000	4,998
Conseco Senior Health Insurance Company Convertible.....	500,000	*	500,000	4,998
Deephaven Domestic Convertible Trading Ltd.....	21,000,000	2.3	21,000,000	209,937
Deeprook & Co.....	5,000,000	*	5,000,000	49,985
Delta Air Lines Master Trust (c/o Oaktree Capital Management, LLC)...	1,830,000	*	1,830,000	18,294
Deutsche Bank Securities, Inc.(3)....	116,175,000	12.8	116,175,000	1,161,401
Double Black Diamond Offshore, LDC...	27,065,000	3.0	27,065,000	270,568
Forest Alternative Strategies Fund II LP A5M.....	780,000	*	780,000	7,797
Forest Convertible Fund.....	560,000	*	560,000	5,598
Forest Fulcrum Fund LP.....	1,180,000	*	1,180,000	11,796
Forest Global Convertible Fund(3)....	31,950,000	3.5	31,950,000	319,404
Forest Performance Fund LP.....	780,000	*	780,000	7,797
Franklin and Marshall College.....	375,000	*	375,000	3,748
Gaia Offshore Master Fund Ltd.....	10,000,000	1.1	10,000,000	99,970
Goldman Sachs and Company.....	6,500,000	*	6,500,000	64,980
Granville Capital Corporation.....	25,000,000	2.7	25,000,000	249,925
Highbridge International LLC(4).....	57,000,000	6.3	57,000,000	569,829
Jersey (IMA) Ltd.....	1,800,000	*	1,800,000	17,994
J.P. Morgan Securities, Inc.....	13,000,000	1.4	13,000,000	129,961
KBC Financial Products.....	7,000,000	*	7,000,000	69,979
Libertyview Funds L.P.....	8,000,000	*	8,000,000	79,976
LLT Limited.....	4,870,000	*	4,870,000	48,685
Lutheran Brotherhood.....	7,000,000	*	7,000,000	102,819
Lydian Overseas Partners-Master Fund(5).....	45,500,000	5.0	45,500,000	454,863
Lyxer Master Fund.....	34,800,000	3.8	34,800,000	347,895
Man Convertible Bond Master Fund, Ltd.....	1,259,000	*	1,259,000	12,586
McMahan Securities Co. L.P.....	2,000,000	*	2,000,000	19,994
Merrill, Lynch, Pierce, Fenner and Smith, Inc.....	18,500,000	2.0	18,500,000	184,944
Morgan Stanley & Co. Incorporated.....	26,000,000	2.9	26,000,000	283,906
Morgan Stanley Dean Witter Convertible Securities Trust.....	5,000,000	*	5,000,000	49,985
Motion Picture Industry Health Plan -- Active Member Fund.....	590,000	*	590,000	5,898

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Motion Picture Industry Health Plan -- Retiree Member Fund.....	290,000	*	290,000	2,899
Nicholas Applegate Capital Management Investment Grade Convertible.....	22,000	*	22,000	219
OCM Convertible Trust.....	1,695,000	*	1,695,000	16,944
Partner Reinsurance Company Ltd.....	985,000	*	985,000	9,847

S-2

SELLING SECURITY HOLDER -----	AMOUNT OF DEBENTURES BENEFICIALLY OWNED -----	PERCENTAGE OF DEBENTURES BENEFICIALLY OWNED -----	AMOUNT OF DEBENTURES TO BE SOLD (1) -----	NUMBER OF SHARES OF COMMON STOCK BENEFICIAL OWNED (2) -----
Penn Treaty Network America Insurance Company.....	450,000	*	450,000	4,498
Peoples Benefit Life Insurance Company.....	5,000,000	*	5,000,000	49,985
Peoples Benefit Life Insurance Company (Teamsters Separate Account).....	20,000,000	2.2	20,000,000	199,940
RBC Capital Services Inc.	623,000	*	623,000	6,228
Retail Clerks Pension Trust.....	5,000,000	*	5,000,000	49,985
Royal Bank of Canada.....	6,000,000	*	6,000,000	59,982
S.A.C. Capital Associates, LLC.....	5,892,000	*	5,892,000	113,292
Sagamore Hill Hubb Fund LTD.....	15,000,000	1.6	15,000,000	149,955
SG Cowan Securities Corp.....	5,000,000	*	5,000,000	49,985
Spear, Leeds & Kellogg.....	4,000,000	*	4,000,000	39,988
St. Albans Partners Ltd.....	10,000,000	1.1	10,000,000	99,970
St. Thomas Trading, Ltd.....	2,066,000	*	2,066,000	20,653
State Employees' Retirement Fund of the State of Delaware.....	2,030,000	*	2,030,000	20,293
State of Connecticut Combined Investment Funds.....	4,495,000	*	4,495,000	44,936
State Street Bank, Custodian for GE Pension Trust.....	2,745,000	*	2,745,000	27,441
Structured Enhanced Trust Securities No. 2000-12(6).....	109,000,000	12	109,000,000	1,089,673
Sylvan IMA Ltd.....	12,530,000	1.4	12,530,000	125,262
Teachers Insurance and Annuity Association.....	11,000,000	1.2	11,000,000	109,967
UBS O'Connor LLC F/b/o UBS Global Equity Arbitrage Master Limited(7).....	75,000,000	8.2	75,000,000	749,775
UBS Warburg LLC(8).....	66,500,000	7.3	66,500,000	664,800
Vanguard Convertible Securities Fund, Inc.....	6,075,000	*	6,075,000	60,731
White River Securities L.L.C.....	24,500,000	2.7	24,500,000	244,926
Wilmington Trust Company, as Owner and Trustee for the Forrestal Funding Master Trust.....	10,000,000	1.1	10,000,000	99,970
Worldwide Transactions, Ltd.....	1,284,000	*	1,284,000	12,836
Zurich HRF Master Hedge Fund.....	280,000	*	280,000	2,799

* Less than 1%

- (1) Because a selling security holder may sell all or a portion of the debentures and common stock pursuant to this prospectus, no estimate can be given as to the number or percentage of debentures and common stock that the selling security holder will hold upon termination of any sales.
- (2) Includes shares of common stock issuable upon conversion of the debentures. None of the selling security holders beneficially owns one percent or more of the common stock.
- (3) The address of Deutsche Bank Securities is 1251 Avenue of the Americas, 26th Floor, New York, New York 10020.
- (4) The address of Highbridge International LLC is 767 5(th) Ave, 23(rd) Floor, New York, New York 10153.
- (5) The address of Lydian Overseas Partners-Master Fund is c/o Lydian Asset Management L.P., 101 East 52nd Street, 36th Floor, New York, New York 10022.
- (6) The address of Structured Enhanced Trust Securities No. 2000-12 is c/o The Chase Manhattan Bank, 600 Travis, 50th Floor, Houston, Texas 77002.
- (7) The address of UBS O'Connor LLC F/b/o UBS Global Equity Arbitrage Master Limited is 141 Jackson Blvd, Chicago, Illinois 60604.
- (8) The address of UBS Warburg LLC is 677 Washington Blvd., 9-N, Stamford, CT 06901.

None of the selling security holders named above has, within the past three years, held any position, office or other material relationship with us or any of our predecessors or affiliates, except as noted above.

S-3