

SUPERIOR ENERGY SERVICES INC

Form S-8

August 22, 2006

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As filed with the Securities and Exchange Commission on August 22, 2006.

Registration No. 333-\_\_\_\_\_

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

**FORM S-8  
REGISTRATION STATEMENT  
under  
THE SECURITIES ACT OF 1933**

**SUPERIOR ENERGY SERVICES, INC.**

*(Exact name of Registrant as specified in its charter)*

**Delaware**  
*(State or other jurisdiction  
of incorporation or organization)*

**75-2379388**  
*(I.R.S. Employer  
Identification No.)*

**1105 Peters Road  
Harvey, Louisiana 70058**  
*(Address, including zip code, of  
Registrant's principal executive offices)*  
**Amended and Restated Superior Energy Services, Inc.  
2004 Directors Restricted Stock Units Plan**  
*(Full title of the plan)*

**Robert S. Taylor**  
**Chief Financial Officer, Executive Vice President and Treasurer**  
**1105 Peters Road  
Harvey, Louisiana 70058  
(504) 362-4321**  
*(Name, address, including zip code, and telephone number,  
including area code, of agent for service)*

Copy to:  
**Margaret F. Murphy**  
**Jones, Walker, Waechter, Poitevent, Carrère & Denègre, L.L.P.**  
**201 St. Charles Avenue  
New Orleans, Louisiana 70170-5100**  
**CALCULATION OF REGISTRATION FEE**

Title of securities to be registered	Amount to be Registered <sup>(1)</sup>	Proposed maximum offering price per unit	Proposed maximum aggregate offering price	Amount of registration fee
Common Stock (\$0.001 par value per share)	100,000 shares <sup>(2)</sup>	\$32.13 <sup>(3)</sup>	\$3,213,000	\$343.79

<sup>(1)</sup> Upon a stock split, stock

dividend or similar transaction in the future and during the effectiveness of this Registration Statement involving Common Stock of the Company, the number of shares registered shall be automatically increased to cover the additional shares in accordance with Rule 416(a) under the Securities Act of 1933.

(2) Represents the number of additional shares of the Common Stock of the Company reserved for issuance pursuant to the Amended and Restated 2004 Directors Restricted Stock Units Plan (the Plan ). 200,000 shares issuable pursuant to the Plan were previously registered on Registration Statement No. 333-116078.

(3) Estimated solely for the purpose

of calculating  
the registration  
fee pursuant to  
Rule 457(c)  
under the  
Securities Act  
of 1933, based  
on the average  
of the high and  
low price per  
share of the  
Common Stock  
on The New  
York Stock  
Exchange on  
August 18,  
2006.

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**PART II**

Item 8. Exhibits

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Exhibit Index

Opinion/Consent of Jones, Walker, Waechter, Poitevent, Carrere & Denegre, LLP

Consent of KPMG LLP

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**REGISTRATION OF ADDITIONAL SECURITIES**

On June 2, 2004, Superior Energy Services, Inc., a Delaware corporation (the Company) registered 200,000 shares of its common stock, par value \$0.001 per share (Common Stock), to be offered or sold to participants under the Superior Energy Services, Inc. 2004 Directors Restricted Stock Units Plan, as amended from time to time (the Plan) pursuant to the Registration Statement on Form S-8 (File No. 333-116078). The Plan was amended by the Company's stockholders on May 23, 2006, to increase the number of shares available for issuance under the Plan by 100,000 shares of Common Stock. This Registration Statement is being filed pursuant to General Instruction E to Form S-8 (Registration of Additional Securities) in order to register such additional 100,000 shares of Common Stock which may be offered or sold to participants under the Plan.

**INCORPORATION BY REFERENCE**

The contents of the Registration Statement on Form S-8 (File No. 333-116078) with respect to 200,000 shares of Common Stock are hereby incorporated by reference.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 8. Exhibits.**

5.1 Opinion of Jones, Walker, Waechter, Poitevent, Carrère & Denègre, L.L.P.

23.1 Consent of KPMG LLP

23.2 Consent of Jones, Walker, Waechter, Poitevent, Carrère & Denègre, L.L.P. (included in Exhibit 5.1)

24.1 Power of Attorney (included on signature page)

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all 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 Harvey, Louisiana, on August 22, 2006.

SUPERIOR ENERGY SERVICES, INC.

By: /s/ Terence E. Hall  
Terence E. Hall  
Chairman of the Board and Chief Executive  
Officer

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENT, that each person whose signature appears immediately below constitutes and appoints Terence E. Hall and Robert S. Taylor, and each of them acting individually, his true and lawful attorney-in-fact and agent, with full power of substitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent or his substitute or substitutes may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on August 22, 2006.

Signature	Title
/s/ Terence E. Hall	Chairman of the Board and Chief Executive Officer
Terence E. Hall	(Principal Executive Officer)
/s/ Robert S. Taylor	Executive Vice President, Treasurer and Chief Financial Officer
Robert S. Taylor	(Principal Financial and Accounting Officer)
/s/ James M. Funk	Director
James M. Funk	
/s/ Ernest E. Howard, III	Director
Ernest E. Howard, III	
/s/ Richard A. Pattarozzi	Director
Richard A. Pattarozzi	
/s/ Justin L. Sullivan	Director
Justin L. Sullivan	
/s/ Enoch L. Dawkins	Director
Enoch L. Dawkins	





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**Exhibit Index**

<b>Exhibits</b>	<b>Description of Exhibit</b>
5.1	Opinion of Jones, Walker, Waechter, Poitevent, Carrère & Denègre, L.L.P.
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