

Ensco plc
Form 4
May 21, 2014

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
BROWN DAVID A B

(Last) (First) (Middle)

6 CHESTERFIELD GARDENS, 3RD FLOOR

(Street)

LONDON W1J 5BQ

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Ensco plc [ESV]

3. Date of Earliest Transaction (Month/Day/Year)
05/19/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|--------|---|
| | | | | (A) or (D) | Price | | | | |
| | | | | Code | V | Amount | | | |
| Class A Ordinary Shares | 05/19/2014 | | M | 9,016 | A | $\frac{(1) (2)}{(3)}$ | 16,248 | D | |
| Class A Ordinary Shares | 05/19/2014 | | F | 930 ⁽⁴⁾ | D | \$ | 49.7 | 15,318 | D |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Restricted Share Units | (1) | 05/19/2014 | | M | 1,412 (5) | 05/19/2014 05/19/2014 | Class A Ordinary Shares | 1,412 |
| Restricted Share Units | (2) | 05/19/2014 | | M | 3,470 (5) | 05/19/2014 05/19/2014 | Class A Ordinary Shares | 3,470 |
| Restricted Share Units | (3) | 05/19/2014 | | M | 4,134 (5) | 05/19/2014 05/19/2014 | Class A Ordinary Shares | 4,134 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| BROWN DAVID A B 6 CHESTERFIELD GARDENS 3RD FLOOR LONDON W1J 5BQ | X | | | |

Signatures

/s/ Elizabeth A. Cook, by Power of Attorney 05/21/2014

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Upon the vesting of our restricted share units, the reporting person is required to pay the aggregate nominal value (par value), \$0.10 per share, of our Class A ordinary shares actually issued, in accordance with U.K. corporate law. In connection with the transaction reported above, the reporting person paid \$126.60 to Ensco plc with respect to the shares actually issued upon vesting of the restricted share units. The remaining 146 shares were withheld and not issued to satisfy certain tax withholding obligations.

(2)

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Upon the vesting of our restricted share units, the reporting person is required to pay the aggregate nominal value (par value), \$0.10 per share, of our Class A ordinary shares actually issued, in accordance with U.K. corporate law. In connection with the transaction reported above, the reporting person paid \$311.20 to Ensco plc with respect to the shares actually issued upon vesting of the restricted share units. The remaining 358 shares were withheld and not issued to satisfy certain tax withholding obligations.

- (3) Upon the vesting of our restricted share units, the reporting person is required to pay the aggregate nominal value (par value), \$0.10 per share, of our Class A ordinary shares actually issued, in accordance with U.K. corporate law. In connection with the transaction reported above, the reporting person paid \$370.80 to Ensco plc with respect to the shares actually issued upon vesting of the restricted share units. The remaining 426 shares were withheld and not issued to satisfy certain tax withholding obligations.
- (4) These shares were withheld to satisfy tax withholding obligations that arose upon vesting.
- (5) Due to Mr. Brown's retirement from the board of directors as of the Annual General Meeting of Shareholders on May 19, 2014, the restricted stock unit vestings were accelerated to May 19, 2014.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.