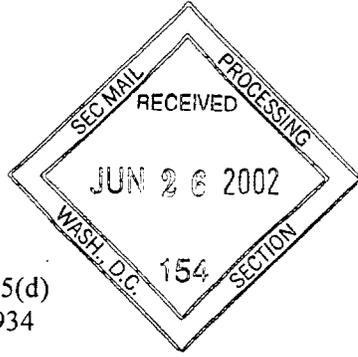




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SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 11-K



(Mark One)  
 [ X ]

ANNUAL REPORT PURSUANT TO SECTION 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934

For the Fiscal Year Ended December 31, 2001

OR

[ ]

TRANSITION REPORT PURSUANT TO SECTION 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934

For the Transition Period from to

COMMISSION FILE NUMBER 1-14634

A. Full title of the plan and the address of the plan if different from that of the issuer named below:

**SANTA FE INVESTMENT SAVINGS & PROFIT SHARING PLAN**

B. Name of issuer of the securities held pursuant to the plan and the address of its principal executive office:

GlobalSantaFe Corporation  
777 North Eldridge Parkway  
Houston, Texas 77079-4493

PROCESSED

JUL 03 2002

THOMSON FINANCIAL *p*

*DL*

## Required Information

### Item 4.

The financial statements listed in the accompanying table of contents on page 4 are filed as part of this Form 11-K.

### Exhibits

23.1 Consent of Independent Auditors

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Administrative Committee for the Employee Benefit Plans of Santa Fe International Corporation has duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

**SANTA FE INVESTMENT SAVINGS & PROFIT SHARING  
PLAN**

June 24, 2002

By: \_\_\_\_\_



C. Stedman Garber, Jr., Chairman of the Administrative  
Committee for the Employee Benefit Plans of Santa Fe  
International Corporation

# SANTA FE INVESTMENT SAVINGS & PROFIT SHARING PLAN

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## Report of Independent Auditors

Administrative Committee  
Santa Fe Investment Savings & Profit Sharing Plan

We have audited the accompanying statements of net assets available for benefits of the Santa Fe Investment Savings & Profit Sharing Plan as of December 31, 2001 and 2000, and the related statement of changes in net assets available for benefits for the year ended December 31, 2001. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan at December 31, 2001 and 2000, and the changes in its net assets available for benefits for the year ended December 31, 2001, in conformity with accounting principles generally accepted in the United States.

Our audits were performed for the purpose of forming an opinion on the financial statements taken as a whole. The accompanying supplemental schedule of assets (held at end of year) as of December 31, 2001 is presented for purpose of additional analysis and is not a required part of the financial statements but is supplemental information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The supplemental schedule is the responsibility of the Plan's management. The supplemental schedule has been subjected to the auditing procedures applied in our audits of the financial statements and, in our opinion, is fairly stated in all material respects in relation to the financial statements taken as a whole.

Dallas, Texas  
March 29, 2002



**SANTA FE INVESTMENT SAVINGS & PROFIT SHARING PLAN  
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS**

	<u>December 31,</u>	
	<u>2001</u>	<u>2000</u>
Investments at fair value	\$ 70,554,288	\$ 76,761,575
Loans to participants	<u>443,939</u>	<u>320,485</u>
Net assets available for benefits	<u>\$ 70,998,227</u>	<u>\$ 77,082,060</u>

See accompanying notes.

**SANTA FE INVESTMENT SAVINGS & PROFIT SHARING PLAN  
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS**

	<u>Year ended December 31, 2001</u>
Contributions from:	
Company	\$ 1,689,165
Participants	3,204,535
Interest and dividend income	1,902,334
Net depreciation in fair value of investments	(5,938,726)
Distribution in connection with terminations and withdrawals	(6,909,013)
Administrative expenses	<u>(32,128)</u>
Net decrease in net assets available for benefits	(6,083,833)
Net assets available for benefits at beginning of year	<u>77,082,060</u>
Net assets available for benefits at end of year	<u><u>\$ 70,998,227</u></u>

See accompanying notes.

**SANTA FE INVESTMENT SAVINGS & PROFIT SHARING PLAN**  
**NOTES TO FINANCIAL STATEMENTS**

December 31, 2001

**Note 1 - Description of the Plan**

General

The Santa Fe Investment Savings & Profit Sharing Plan (the Plan), was established on April 1, 1986 as successor plan to the Profit Sharing and Retirement Plan For The Employees of the Santa Fe International Corporations (the Profit Sharing Plan), the Santa Fe Investment Savings Plan, and the Stock Bonus Plan for the Employees of the Santa Fe International Corporations.

On November 20, 2001, Global Marine Inc. (Global Marine) merged with an indirect wholly-owned subsidiary of Santa Fe International Corporation and, in connection with the merger, Santa Fe International Corporation was renamed GlobalSantaFe Corporation. The merger was accounted for as a business combination with Global Marine as the acquiring entity for accounting purposes. Throughout these financial statements, the term "the Company" may refer to Santa Fe International Corporation or to GlobalSantaFe Corporation depending upon the context of the statement.

The Plan is offered primarily to U.S. citizen employees of GlobalSantaFe Corporation that were employed by Santa Fe International Corporation (Santa Fe) and certain affiliated companies prior to the merger.

Although it has not expressed any intention to do so, the Company may, by election of its Board of Directors, terminate the Plan. In the event of such termination, the assets of the Plan shall be distributed to the participants in proportion to their respective interests therein.

The following description of the Plan provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

Contributions

An eligible employee may contribute either before-tax and/or after-tax an amount equal to but not less than 1% nor more than 15% of his monthly compensation and the Company must contribute an amount equal to 100% of the aggregate employee contributions, up to a maximum of 5% of the employee's monthly compensation, up to specified maximum amounts allowed by law.

Plan accounts

A separate account (the Participant Account or Participant Directed Fund) is maintained for each participant in the Plan. The Participant Account includes each participant's individual contributions to the Plan and his proportionate share of Company contributions and the related investment earnings thereon less any distribution or his proportionate share of administrative expenses. In addition, the Participant Account also includes, if applicable, each participant's interest in the other employee benefit plans of the Company previously merged into the Plan, except as noted below with respect to the Company's contributions to the Profit Sharing Plan.

An additional separate account (the Pension Offset Account or Non-Participant Directed Fund) is maintained for each participant in the Plan who was also a participant in the Profit Sharing Plan. The Pension Offset Account includes each participant's proportionate share of the Company's prior contributions to the Profit Sharing Plan and the related investment earnings thereon. In connection with the merger of the Profit Sharing Plan into the Plan, no further Company contributions will be made to a participant's Pension Offset Account. In the event a participant becomes eligible for retirement benefits under the Pension Plan for the Employees of the Santa Fe International Corporations (the Pension Plan), such benefits are initially funded through amounts in his Pension Offset Account and excess amounts, if any, are funded through the Pension Plan's net assets.

## Loans

Participants are able to borrow against their accounts. The minimum amount of any loan is \$1,000 and the maximum amount of any loan is the lesser of 50% of the participant's account, or \$50,000 reduced by the excess of the highest outstanding aggregate loan balance for the previous 12-month period over the outstanding balance of all loans on the date in which a loan is made. For purposes of determining this 50% amount, the participant's interest in his or her Pension Offset Account shall be disregarded. The loans are secured by the balance in the participant's account and bear interest at prime plus 1% fixed at the date of the loan. Loan terms range up to five years, except for the purchase of a principal residence.

## Vesting

A participant's interest in his Participant and Pension Offset Account is fully vested. The participant has the right to withdraw all or a part of his interest in the after-tax portion of the Participant Account, except for voluntary in-service withdrawals. In the case of voluntary in-service withdrawals, Company contributions and earnings thereon are not available until two years have elapsed from the time such contributions are credited to the participant's account unless the employee has been a participant in the Plan for at least five years. In addition, contributions made on a pre-tax basis in connection with the 401(k) option generally cannot be withdrawn, except in the case of financial hardships. Withdrawal of earnings on investments made under the 401(k) option after December 31, 1988 is not permitted in any case.

## Distributions

Upon termination of employment, death or total disability, distribution of a participant's vested interest in the Plan is made as soon as practicable following submission of a completed withdrawal application.

## Plan administration

Vanguard Fiduciary Trust Company ("VFTC") is the Plan's trustee. Administrative expenses that are specifically identified with a particular Fund are charged to that Fund. Other expenses, such as recordkeeping, accounting, audit, insurance and legal fees, are proportionately allocated among the Funds.

Participants may invest amounts in their Participant Account in mutual funds or Company ordinary shares. There is some risk associated with equity investments, as the value of the investment will increase or decrease depending on the overall performance of the stock or bond market. The Non-Participant Directed Fund is not subject to participant elections and is invested separately by the Plan's Administrative Committee or its representatives.

## Services provided by the Company

Certain administrative and recordkeeping services incurred by the Company are paid by the Plan.

## **Note 2 - Summary of significant accounting policies**

### Basis of Accounting

The financial statements of the Plan are prepared under the accrual method of accounting.

### Investment valuation

Investments in Company ordinary shares are valued daily at the closing price per share as listed on the New York Stock Exchange. Investments in mutual funds are valued daily on the basis of the net asset value of shares of the fund at the close of business.

## Net investment income

Dividend income is accrued on the ex-dividend date and interest is recorded on the accrual basis. Capital gain distributions are included in the financial statements as "Interest and dividend income". Net appreciation/(depreciation) in fair value of investments include both realized and unrealized gains and losses. Realized gains (losses) from security transactions are based on the average cost of the securities sold. Unrealized gains (losses) on investments are measured by the change in the difference between the market value and cost of the securities held at the beginning of the year and end of the year.

## Income tax status

The Plan has received a determination letter from the Internal Revenue Service dated May 19, 1997, stating that the Plan is qualified under Section 401(a) of the Internal Revenue Code (the Code) and, therefore, the related trust is exempt from taxation. Subsequent to the issuance of the determination letter, the Plan was amended. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualification. The Plan Administrator believes the Plan is being operated in compliance with the applicable requirements of the Code and, therefore, believes that the Plan is qualified and the related trust is tax exempt.

## Use of Estimates

The preparation of the financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

## Note 3 - Investments

At December 31, 2001, the fair value of the following investments individually exceeded 5% of the Plan's net assets available for benefits:

	Non-Participant Directed Fund	Participant Directed Fund	Total
Vanguard 500 Index Fund	\$ -	\$ 18,653,977	\$ 18,653,977
Vanguard Prime Money Market Fund	-	17,727,041	17,727,041
Vanguard Asset Allocation Fund	7,191,564	5,566,422	12,757,986
GlobalSantaFe Corporation ordinary shares	-	9,582,902	9,582,902
Vanguard Total Bond Market Index Fund	-	4,652,307	4,652,307
Europacific Growth Fund	891,084	3,422,214	4,313,298

At December 31, 2000, the fair value of the following investments individually exceeded 5% of the Plan's net assets available for benefits:

	Non-Participant Directed Fund	Participant Directed Fund	Total
Vanguard 500 Index Fund	\$ -	\$ 22,755,246	\$ 22,755,246
Vanguard Prime Money Market Fund	61	16,490,894	16,490,955
Vanguard Asset Allocation Fund	9,013,658	6,096,942	15,110,600
GlobalSantaFe Corporation ordinary shares	-	10,035,142	10,035,142
Europacific Growth Fund	1,204,823	4,023,399	5,228,222
Vanguard Total Bond Market Index Fund	-	4,090,065	4,090,065

The Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) depreciated in value for the year ending December 31, 2001 as follows:

GlobalSantaFe Corporation ordinary shares	\$ (760,796)
Mutual funds	<u>(5,177,930)</u>
Net depreciation in fair value of investments	<u><u>\$ (5,938,726)</u></u>

**Note 4 - Non-Participant Directed Fund**

Information about the net assets and the significant components of the changes in net assets relating to the non-participant directed fund is as follows:

	December 31,	
	2001	2000
Net assets available for benefits:		
Mutual funds	<u>\$ 8,082,648</u>	<u>\$ 10,218,542</u>
		Year Ended December 31, 2001
Changes in net assets available for benefits:		..
Interest/dividend income		\$ 227,061
Net depreciation in fair value of investments		(849,360)
Distributions in connection with terminations and withdrawals		<u>(1,513,595)</u>
		<u><u>\$ (2,135,894)</u></u>

**Note 5- Related Party Transactions**

The Plan invests in shares of mutual funds managed by an affiliate of VFTC. VFTC acts as trustee for only those investments as defined by the Plan. Transactions in such investments qualify as party-in-interest transactions that are exempt from the prohibited transaction rules.

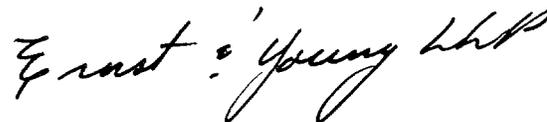
**Note 6- Subsequent Event**

Effective January 1, 2002, the Plan was amended to increase the maximum employer match contribution to 6%.

SUPPLEMENTAL SCHEDULE

### CONSENT OF INDEPENDENT AUDITORS

We consent to the incorporation by reference in the Registration Statement (Form S-8 No. 333-7070) pertaining to the Santa Fe International Corporation Investment Savings & Profit Sharing Plan of our report dated March 29, 2002, with respect to the financial statements and schedule of the Santa Fe International Corporation Investment Savings & Profit Sharing Plan included in this Annual Report (Form 11-K) for the year ended December 31, 2001.



June 20, 2002  
Dallas, Texas