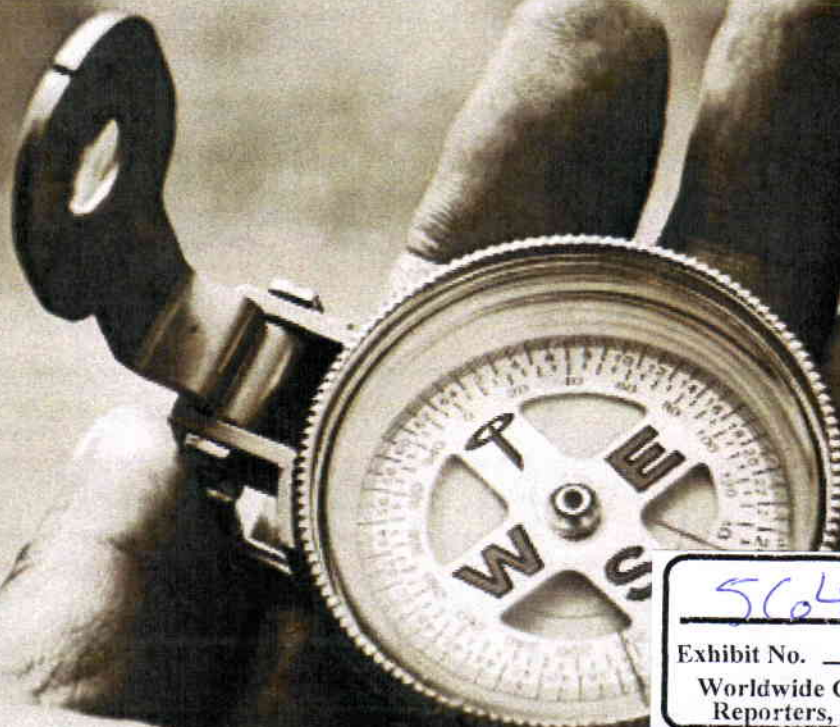


TRANSOCEAN: *Positioned to Lead*

Proxy Statement
and
2009 Annual Report



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Exhibit No. _____
Worldwide Court
Reporters, Inc.

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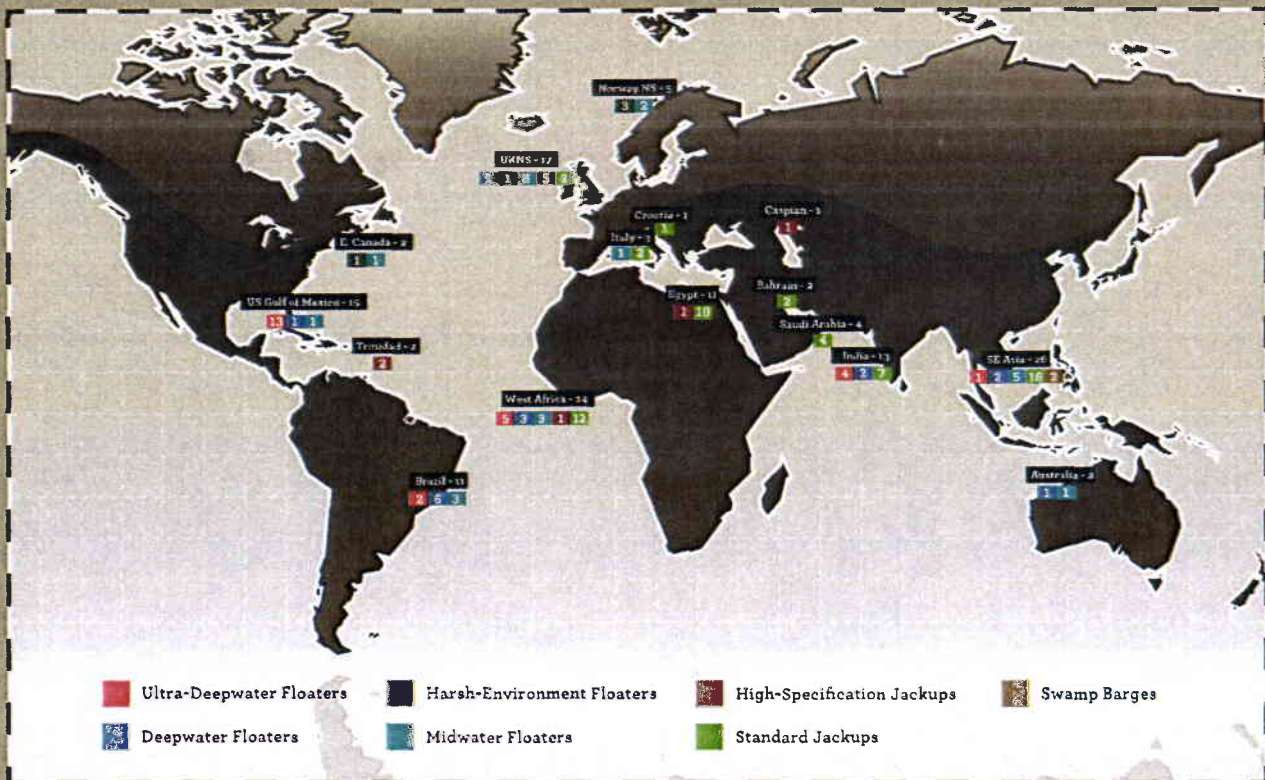
ABOUT TRANSOCEAN LTD.

We are the world's largest offshore drilling contractor and leading provider of drilling management services worldwide. With a fleet of 140 mobile offshore drilling units, plus three announced ultra-deepwater newbuild units, our fleet is considered one of the most modern and versatile in the world due to its emphasis on technically demanding sectors of the offshore drilling business. We have approximately 19,300 personnel worldwide.

Since launching the offshore industry's first jackup drilling rig in 1954, we have achieved a long history of "firsts." These innovations include the first dynamically positioned drillship, the first rig to drill year-round in the North Sea, the first semisubmersible rig for Sub-Arctic, year-round operations and the latest generations of ultra-deepwater drillships and semisubmersibles.

Our shares are traded on the New York Stock Exchange (NYSE) under the symbol RIG.

Transocean: positioned to lead.



As of March 24, 2010. Excludes one coring drillship.

ABOUT THE COVER: Transocean's unparalleled global scale of operations, depth of expertise and focus on efficient service in an incident-free workplace position the company to lead the way in offshore drilling in 2010.

FORWARD-LOOKING STATEMENTS: Any statements included in this Proxy Statement and 2009 Annual Report that are not historical facts, including without limitation statements regarding future market trends and results of operations are forward-looking statements within the meaning of applicable securities law.

2009 LETTER TO THE SHAREHOLDERS

Despite a challenging economic environment following the financial crisis that began in late 2008, Transocean produced a total shareholder return in excess of 75 percent in 2009. Although crude oil prices were down nearly 40 percent and our customers curtailed capital spending, we were still able to generate the third-highest earnings in our company's history. Looking forward, we believe we are well positioned to capitalize on opportunities in traditional and emerging hydrocarbon provinces as the global economy recovers, and we are advancing on new fronts to further enhance our competitiveness and create shareholder value.

2009: Meeting Challenges

We had a number of accomplishments in 2009 that should enhance our competitiveness for years to come. On the financial side, net income attributable to controlling interest was nearly US\$3.2 billion on total revenues of US\$11.6 billion. Net cash provided by operating activities increased about US\$1.0 billion compared to 2008, reaching nearly US\$5.6 billion. As of February 2, 2010, our contract revenue backlog was approximately US\$30.4 billion, or about 2.5 times our 2009 contract drilling revenues. In addition, we strengthened our balance sheet by repaying approximately US\$1.8 billion of debt and closed 2009 with total debt of approximately US\$11.7 billion.

Five of our 10 newbuild ultra-deepwater drillships commenced operations during 2009, all on time and within budget: the *Dhirubhai Deepwater KG1* and *Discoverer Clear Leader* (August), the *Petrobras 10000* (October), and the *Discoverer Americas* and *Development Driller III* (November). Two additional newbuilds, the *Discoverer Inspiration* and the *Dhirubhai Deepwater KG2* commenced operations in March of 2010.

In addition, we were successful in signing a number of contracts for our high-specification rigs, which partially offset the decline of our contract revenue backlog.

Also last year, we reorganized to enhance performance and streamline our operational structure. We eliminated two business units to place greater accountability with our nine divisions, which will improve operational efficiency and customer satisfaction. Similarly, we completed our move of 11 members of senior management to Geneva, allowing us to begin to realize the benefits of being a multinational company with our headquarters more geographically centered within our operating areas.

Unfortunately, despite our continued focus on safety and operational excellence and our best-ever total recordable incident rate of 0.77 incidents per 200,000 hours worked, four of our employees suffered fatal accidents while working on our rigs in 2009. Our goal is to have an incident-free workplace all the time, everywhere. To this end, we have embarked on a thorough review of our safety systems across our fleet to help us enhance procedures and processes that will assist us in achieving this goal.

Transocean continues to be the industry leader in technology, which gives us a strong competitive advantage. Our expertise in helping customers drill complex and challenging wells is well-documented in deepwater and harsh environments, and the latest example in 2009 was our ultra-deepwater semisubmersible drilling rig *Deepwater Horizon*, which drilled the deepest oil and gas well ever while working for BP in the U.S. Gulf of Mexico. The well was drilled to a record depth of 35,050 feet including 4,130 feet of water.

2010: Pursuing Opportunities

We expect 2010 to be a year of opportunity. Oil prices have stabilized near \$80 per barrel, which is expected to make almost all prospective oil and gas areas economic for our customers. To date, we are seeing signs of increasing customer activity, and we have already been able to bring some of our stacked lower-specification rigs back into service for customers.

All 10 of our ultra-deepwater newbuilds have firm contracts of four years or more, which will add significantly to our revenues, earnings and cash flow, and we are on track to place two more of these rigs into service this year with the tenth unit out in early 2011. Our newbuild units will be capable of meeting our customers' future requirements for drilling wells as deep as 35,000 to 40,000 feet in water depths of 7,500 to 12,000 feet. Eight of the newbuild rigs will feature our patented dual-activity drilling technology, which has been proven to save customers substantial time and money, especially on development-drilling programs.

At the same time, we are continuing to develop our Arctic expertise with a new-design drillship to operate in this frontier area. Our engineering and technical services team has been working on this design for more than two years, and we believe it is the most advanced Arctic-class design ever created, further enhancing our reputation as an industry leader in technology and innovation. In order to commence shipyard construction, we are working to secure a long-term drilling contract with a customer.

On other fronts, we have continued building our relationships with national oil companies, as well as the majors and independents, to leverage our unique position as the most experienced multinational company in our industry.

All of these developments in 2010 expand the window of opportunity for our multinational workforce to train, develop and grow through a wide range of positions in every major offshore drilling province in the world. Our focus on people development has been, and will continue to be, another competitive advantage for us to build on as we look forward.

In early 2010, we also moved ahead in three other areas to enhance shareholder value. The Board of Directors authorized management, at its discretion, to begin implementation of the share repurchase program approved by shareholders in May 2009. Under the program, management may repurchase Transocean shares up to an aggregate

purchase price of 3.5 billion Swiss francs (approximately US\$3.3 billion at the exchange rate prevailing at close of trading on March 11, 2010 of 1.07 Swiss francs per US\$1.00).

With the high likelihood of generating significant free cash flow for the foreseeable future, Transocean has strong financial flexibility. Accordingly, the Board of Directors is recommending that our shareholders authorize a distribution denominated in Swiss francs for an amount equivalent to approximately US\$1.0 billion or about US\$3.11 per share (approximately 1.1 billion Swiss francs at the same exchange rate given above) to be paid in four equal quarterly installments beginning in the third quarter of 2010 and ending in the second quarter of 2011. Details of the recommended distribution program are contained in our proxy statement. Shareholders will have the opportunity to vote on approval of the distribution at the May 2010 annual general meeting. It is our intention to ask shareholders to approve such distributions on an annual basis.

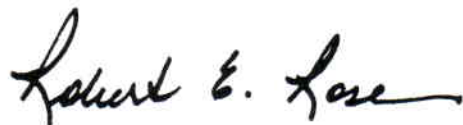
In order to increase our liquidity and further diversify our shareholder base, we intend to list our shares on the SIX Swiss Exchange in the second quarter of 2010 while maintaining our current listing on the New York Stock Exchange.

Many of our shareholders may have seen our announcement that Bob Long recently retired as Chief Executive Officer after more than 34 years with the company. We would like to thank Bob for his tremendous contributions to Transocean and his role in creating a world-class organization. He has been instrumental in positioning our company for further success, and we wish him well in his retirement. We would also like to thank our employees for their ongoing contributions in ensuring Transocean remains the leader among offshore drilling contractors and competitive for years to come.

We look forward to working to deliver superior returns to our shareholders, providing the best services to our customers, strengthening relationships with host country resource-holders and regulators, and fulfilling our corporate responsibilities in the local communities where we operate.

Sincerely,

Robert E. Rose



Chairman

Steven L. Newman



Chief Executive Officer

March 24, 2010



April 1, 2010

Dear Shareholder:

The 2010 annual general meeting of Transocean Ltd. will be held on Friday, May 14, 2010 at 4:00 p.m., Swiss time, at the Parkhotel Zug, Industriestrasse 14, CH-6304 Zug, Switzerland. The invitation to the annual general meeting, the proxy statement and a proxy card are enclosed and describe the matters to be acted upon at the meeting.

It is important that your shares be represented and voted at the meeting whether you plan to attend or not. Please read the enclosed invitation and proxy statement and date, sign and promptly return the proxy card in the enclosed self-addressed envelope.

Sincerely,

A handwritten signature in black ink that reads 'Robert E. Rose'.

Robert E. Rose
Chairman of the Board

A handwritten signature in black ink that reads 'Steven L. Newman'.

Steven L. Newman
Chief Executive Officer

This invitation, proxy statement and the accompanying proxy card are first being mailed to our shareholders on or about April 1, 2010.