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

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): July 29, 2005

SUPERIOR ENERGY SERVICES, INC.
(Exact name of registrant as specified in its charter)

Delaware	0-20310	75-2379388
(State or other jurisdiction)	*(Commission File Number)*	*(IRS Employer Identification No.)*

1105 Peters Road, Harvey, Louisiana	70058
(Address of principal executive offices)	*(Zip Code)*

(504) 362-4321
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligations of the registrant under any of the following provisions:

[ ] Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

[ ] Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

[ ] Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

[ ] Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 1.01. Entry into a Material Definitive Agreement.

On July 29, 2005, Superior Energy Services, Inc. (the "Company") entered into that certain Fourth Amendment to Amended and Restated Credit Agreement (the "Amendment") among the Company, SESI, L.L.C., as Borrower, JPMorgan Chase Bank, N.A. (successor by merger with Bank One, NA), as Agent, Wells Fargo Bank, N.A., as Syndication Agent, Whitney National Bank, as Documentation Agent, and the Lenders party thereto. The Amendment permits the Company, the Borrower and their subsidiaries to incur capital expenditures during fiscal year 2005 of up to $110,000,000. The description of the Amendment contained herein is qualified in its entirety by reference to the Amendment, a copy of the which is attached as Exhibit 10.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 2.02. Results of Operations and Financial Condition.

On August 1, 2005, the Company issued a press release announcing its earnings for the second quarter ended June 30, 2005. A copy of the press release is attached hereto as Exhibit 99.1 and incorporated herein by reference. In accordance with General Instruction B.2. of Form 8-K, the information presented herein shall not be deemed "filed" for purposes of Section 18 of the

Securities Exchange Act of 1934, as amended, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, except as expressly set forth by specific reference in such a filing.

Item 9.01 Financial Statements and Exhibits.

(c) Exhibits:

10.1 Fourth Amendment to Amended and Restated Credit Agreement, dated as of July 29, 2005, among SESI, L.L.C., as Borrower, Superior Energy Services, Inc., as Parent, JPMorgan Chase Bank, N.A. (successor by merger with Bank One, NA), as Agent, Wells Fargo Bank, N.A., as Syndication Agent, Whitney National Bank, as Documentation Agent, and the Lenders party thereto.

99.1 Press release issued by Superior Energy Services, Inc., dated August 1, 2005.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

SUPERIOR ENERGY SERVICES, INC.

By: /s/ Robert S. Taylor
Robert S. Taylor
Chief Financial Officer

Dated: August 2, 2005

FOURTH AMENDMENT TO AMENDED AND RESTATED CREDIT AGREEMENT

THIS FOURTH AMENDMENT TO AMENDED AND RESTATED CREDIT AGREEMENT (this "Amendment"), dated as of July 29, 2005 is among SESI, L.L.C., as Borrower, SUPERIOR ENERGY SERVICES, INC., as Parent, JPMORGAN CHASE BANK, N.A. (successor by merger with Bank One, NA), as Agent (the "Agent"), WELLS FARGO BANK, N.A., as Syndication Agent, WHITNEY NATIONAL BANK, as Documentation Agent, and the Lenders party hereto, who agree as follows:

RECITALS

A. The Borrower, Agent and Lenders have heretofore executed an Amended and Restated Credit Agreement dated as of August 14, 2003 (as amended, the "Credit Agreement").

B. The Borrower has requested, in accordance with Section 6.19.5 of the Credit Agreement, that the Lenders permit the Parent, the Borrower, and their Subsidiaries, to incur Capital Expenditures during fiscal year 2005 of up to $110,000,000.

C. The Agent and Lenders are willing to accept the Borrower's request on the terms and conditions set forth below.

D. Capitalized terms used herein, and not otherwise defined herein, shall have the meanings defined in the Credit Agreement.

NOW, THEREFORE, in consideration of the mutual covenants and undertakings, the parties hereby agree as follows:

ARTICLE 1
AMENDMENTS TO THE CREDIT AGREEMENT

1.1 Section 6.19(5) (Maximum Capital Expenditures) of the Credit Agreement is hereby amended and restated to read as follows:

> "Section 6.19.5 Maximum Capital Expenditures. The Parent will not permit Capital Expenditures (on a consolidated but non-cumulative basis) of the Parent, the Borrower and their Subsidiaries during (i) the fiscal year ending December 31, 2005 to be greater than $110,000,000, and (ii) each fiscal year following the fiscal year ending December 31, 2005 to be greater than $60,000,000, provided that each such amount will be reviewed by the Lender annually and may be increased with the consent of the Agent and the Required Lenders."

1.2 Except as specifically amended hereby, all of the remaining terms and conditions of the Credit Agreement remain in full force and effect.

ARTICLE 2
WAIVER

2.1 At the Borrower's request, the undersigned Lenders hereby retroactively grant to Borrower a one-time waiver of the provisions of Section 6.19.5 through the fiscal year ending December 31, 2005, to permit the Parent, the Borrower and its Subsidiaries to incur Capital Expenditures exceeding $60,000,000, but in no event greater than $110,000,000 (on a consolidated but non-cumulative basis).

ARTICLE 3
ACKNOWLEDGMENT OF COLLATERAL

3.1 Borrower hereby specifically reaffirms all of the Collateral Documents.

ARTICLE 4
MISCELLANEOUS

4.1 This Amendment may be executed in any number of separate counterparts, and all of said counterparts taken together shall be deemed to constitute one in the same instrument.

4.2 The PATRIOT ACT Notice. Each Lender hereby notifies the Borrower and Parent that pursuant to the requirements of the Uniting and Strengthening by Providing Appropriate Tools Required to Intercept and Obstruct Terrorism Act of 2001 (Title III of P.L. No. 107-56) (known as "The PATRIOT Act"), each Lender is required to obtain, verify and record information that identifies the Borrower and Parent, which information includes the name and address of the Borrower and Parent and other information that will allow such Lender to identify the Borrower and Parent in accordance with The PATRIOT Act.

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IN WITNESS WHEREOF, the Borrower, the Agent and the Lenders have executed this Amendment as of the date first above written.

BORROWER: SESI, L.L.C.

By: Superior Energy Services, Inc.
Member Manager

By: /s/ Robert S. Taylor
Robert S. Taylor
Chief Financial Officer

PARENT: SUPERIOR ENERGY SERVICES, INC.

By: /s/ Robert S. Taylor
Robert S. Taylor
Chief Financial Officer

AGENT AND LENDER: JPMORGAN CHASE BANK, N.A.

By: /s/ Steven D. Nance
Steven D. Nance
Senior Vice President

SYNDICATION AGENT AND LENDER: WELLS FARGO BANK, N.A.

By: /s/ Ronald A. Mahle
Ronald A. Mahle
Senior Vice President

DOCUMENTATION AGENT AND LENDER: WHITNEY NATIONAL BANK

By: /s/ Hollie L. Ericksen
Hollie L. Ericksen
Vice President

LENDERS: PNC BANK, NATIONAL ASSOCIATION

By: /s/ Tara Clare Wilde
Tara Clare Wilde
Assistant Vice President

NATEXIS BANQUES POPULAIRES

By: /s/ Timothy L. Polvado
Timothy L. Polvado
Vice President and Group Manager

By: /s/ Louis P. Laville, III
Louis P. Laville, III
Vice President and Group Manager

HIBERNIA NATIONAL BANK

By: /s/ Corwin Dupree
Corwin Dupree
Vice-President

BANK OF SCOTLAND

By: /s/ Amena Nabi
Amena Nabi
Assistant Vice President

AMEGY BANK NA

By: /s/ C. Ross Bartley
C. Ross Bartley
Vice President

EXHIBIT 99.1

SUPERIOR ENERGY SERVICES, INC.

1105 Peters Road
Harvey, Louisiana 70058
(504) 362-4321
Fax (504) 362-4966
NYSE: SPN

FOR IMMEDIATE RELEASE

FOR FURTHER INFORMATION CONTACT:
Terence Hall, CEO; Robert Taylor, CFO;
Greg Rosenstein, VP of Investor Relations, 504-362-4321

Superior Energy Services, Inc. Announces Record Second Quarter 2005 Results

(Harvey, La., Monday, August 1, 2005) Superior Energy Services, Inc. (NYSE: SPN) today announced record net income, excluding non-recurring items, of $23.8 million, or $0.30 diluted earnings per share on record revenue of $190.0 million for the quarter ended June 30, 2005. The earnings per share increased 38% from the first quarter of 2005 and 150% from the second quarter of 2004, while revenue increased 10% over the most recent quarter and 38% over last year's second quarter.

The gross profit margin was 52.3% as compared to 43.9% in the second quarter of 2004 and 50.1% in the first quarter of 2005.

Non-recurring items impacting the quarter were an after-tax gain of $2.1 million ($3.2 million pre-tax) from the previously announced sale of 17 liftboats and an after-tax loss of $0.8 million ($1.3 million pre-tax) due to the write down of the Company's equity investment in an affiliate.

Inclusive of these non-recurring items, net income was $25.1 million, or $0.32 diluted earnings per share for the second quarter ended June 30, 2005, as compared to net income of $17.2 million, or $0.22 diluted earnings per share, on revenues of $173.2 million for the first quarter of 2005, and net income of $8.7 million, or $0.12 diluted earnings per share, on revenues of $137.5 million for the second quarter of 2004.

Chairman and CEO Terry Hall Comments

Chairman and CEO Terry Hall commented, "The drivers of these record operating results were our continued expansion of our rental tools business into land and international markets, our ability to increase our oil and gas production, higher commodity prices, and increased demand for rental tools, production-related services, environmental and plug and abandonment services in our core Gulf of Mexico market area.

"Robust drilling activity worldwide should continue to benefit our rental tools business. In our core Gulf of Mexico market, production-related activity levels are significantly better than they were a year ago. While demand for well intervention services and liftboats has been steady during the first half of the year, we have the capacity to fill additional demand.

"We are generating strong levels of cash flow and intend to deploy this cash in areas that we believe create the greatest value, which includes continued geographic expansion and the acquisition of mature oil and gas properties. These strategies provide us the greatest opportunities to grow our business, diversify our markets and increase the utilization of existing assets."

Well Intervention Group Segment

The Well Intervention Group segment posted second quarter revenues of $60.7 million. Year-over-year and sequential production-related activity increased for coiled tubing, data acquisition, hydraulic workover and well control services. Also, decommissioning activity increased for plug and abandonment and structure removal services.

Rental Tools Segment

Second quarter revenues of $61.1 million and income from operations of $18.8 million were both quarterly records for the Rental Tools segment. As compared to the second quarter of 2004 and the first quarter of 2005, rental activity increased across all drilling-related product lines in all domestic and international markets. The biggest increases were in the rentals of drill pipe, specialty tubulars and associated accessories, on-site accommodations, stabilizers and drill collars. Gross profit and operating income margins improved year-over-year and sequentially as a result of the increased activity.

Marine Segment

Superior's Marine segment revenues were $18.3 million. The second quarter of 2005 includes only two months of activity from the 105-ft. class fleet and 120-135-ft. class fleet as these 17 liftboats were sold and removed from the fleet effective June 1, 2005.

Average fleet utilization during the quarter was 73% as compared to 76% in the second quarter of 2004 and 77% in the first quarter of 2005. Average daily revenue in the second quarter was approximately $200,900, inclusive of subsistence revenue.

Liftboat Average Day rates and Utilization by Class Size
Three Months Ended June 30, 2005
($ actual)

Class	Active Liftboats	Average Day rate	Utilization
*105'	5	$3,497	71.5%
*120-135'	8	3,901	91.6%
145-155'	11	5,764	72.2%
160'-175'	6	7,814	53.8%
200'	3	10,332	87.6%
230'-245'	3	13,658	60.1%
250'	2	18,216	85.2%

*Reflects average day rate and utilization for the period within the quarter that the liftboats were owned. The 13 active liftboats and four additional stacked liftboats in these fleets were sold effective June 1, 2005.

Other Oilfield Services Segment

Revenues in this segment were $24.4 million, with year-over-year and sequential improvement driven primarily by increased drilling in the Gulf of Mexico which lead to increased activity for non-hazardous oilfield waste treatment and dockside vessel and tank cleaning. Gross profit and operating income margins were improved over the second quarter of last year and the first quarter of this year due primarily to the increase in higher margin environmental service activity relative to other services provided in this segment.

Oil and Gas Segment

Oil and gas revenues were a record $29.5 million, a significant increase as compared to the second quarter of 2004 and a 14% increase from the first quarter of 2005. More than 65% of the revenue increase sequentially was due to increases in oil and gas production. Second quarter production from SPN Resources was approximately 662,000 barrels of oil equivalent, net (boe) as compared to approximately 161,600 boe in the second quarter of 2004 and 600,500 boe in the first quarter of 2005.

The Company will host a conference call at 11 a.m. Central Time on Tuesday, August 2. The call can be accessed from Superior's website at www.superiorenergy.com, or by telephone at 800-763-5557. The replay telephone number is 800-642-1687 and the replay passcode is 7442512. The replay is available beginning two hours after the call and ending August 8, 2005.

Superior Energy Services, Inc. is a leading provider of specialized oilfield services and equipment focused on serving the production-related needs of oil and gas companies primarily in the Gulf of Mexico and the drilling-related needs of oil and gas companies in the Gulf of Mexico and select international market areas. The company uses its production-related assets to enhance, maintain and extend production and, at the end of an offshore property's economic life, plug and decommission wells. Superior also owns and operates mature oil and gas properties in the Gulf of Mexico.

This press release contains certain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 which involve known and unknown risks, uncertainties and other factors. Among the factors that could cause actual results to differ materially are: volatility of the oil and gas industry, including the level of exploration, production and development activity; risks associated with the Company's rapid growth; changes in competitive factors and other material factors that are described from time to time in the Company's filings with the Securities and Exchange Commission. Actual events, circumstances, effects and results may be materially different from the results, performance or achievements expressed or implied by the forward-looking statements. Consequently, the forward-looking statements contained herein should not be regarded as representations by Superior or any other person that the projected outcomes can or will be achieved.

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SUPERIOR ENERGY SERVICES, INC. AND SUBSIDIARIES
Consolidated Statements of Operations
Three and Six Months Ended June 30, 2005 and 2004
(in thousands, except earnings per share amounts)
(unaudited)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2005	2004	2005	2004
Oilfield service and rental revenues	$ 160,522	$ 130,892	$ 307,814	$ 242,648
Oil and gas revenues	29,478	6,653	55,433	11,356
Total revenues	190,000	137,545	363,247	254,004
Cost of oilfield services and rentals	79,561	72,856	153,174	137,119
Cost of oil and gas sales	11,091	4,288	23,896	6,730
Total cost of services and sales	90,652	77,144	177,070	143,849
Depreciation, depletion, amortization and accretion	23,580	15,877	45,977	30,651

General and administrative expenses	33,166	25,796	65,550	49,988
Gain on sale of liftboats	3,269	-	3,269	-
Income from operations	45,871	18,728	77,919	29,516
Other income (expense):				
Interest expense	(5,518)	(5,523)	(11,093)	(11,073)
Interest income	407	457	731	898
Equity in income of affiliates	259	281	778	304
Reduction in value of investment in affiliate	(1,250)	-	(1,250)	-
Income before income taxes	39,769	13,943	67,085	19,645
Income taxes	14,715	5,229	24,822	7,367
Net income	$ 25,054	$ 8,714	$ 42,263	$ 12,278
Basic earnings per share	$ 0.32	$ 0.12	$ 0.55	$ 0.17
Diluted earnings per share	$ 0.32	$ 0.12	$ 0.53	$ 0.16
Weighted average common shares used in computing earnings per share:				
Basic	77,704	74,471	77,544	74,342
Diluted	79,131	75,198	79,057	75,065

SUPERIOR ENERGY SERVICES, INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
JUNE 30, 2005 AND DECEMBER 31, 2004
(in thousands)

	6/30/2005 (unaudited)	12/31/2004 (audited)
ASSETS		
Current assets:		
Cash and cash equivalents	$ 47,877	$ 15,281
Accounts receivable - net	169,383	156,235
Income taxes receivable	-	2,694
Notes receivable	2,867	9,611
Prepaid insurance and other	41,167	28,203
Total current assets	261,294	212,024
Property, plant and equipment - net	510,756	515,151
Goodwill - net	224,949	226,593
Notes receivable	28,639	29,131
Investments in affiliates	14,024	14,496
Other assets - net	7,550	6,518
Total assets	$ 1,047,212	$ 1,003,913
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	$ 34,975	$ 36,496
Accrued expenses	55,788	56,796
Income taxes payable	10,497	-
Fair value of commodity derivative instruments	12,043	2,018
Current portion of decommissioning liabilities	11,083	23,588
Current maturities of long-term debt	11,810	11,810
Total current liabilities	136,196	130,708
Deferred income taxes	97,354	103,372
Decommissioning liabilities	93,904	90,430
Long-term debt	239,001	244,906
Other long-term liabilities	4,243	618
Total stockholders' equity	476,514	433,879

Total liabilities and stockholders' equity	$ 1,047,212	$ 1,003,913

Superior Energy Services, Inc. and Subsidiaries
Segment Highlights
Three months ended June 30, 2005 and 2004, and March 31, 2005
(Unaudited)
(in thousands)

	Three months ended,		
Revenue	June 30, 2005	March 31, 2005	June 30, 2004
Well Intervention	$ 60,652	$ 58,335	$ 48,549
Rental tools	61,122	52,627	43,831
Marine	18,285	19,798	17,692
Other Oilfield Services	24,367	21,781	22,869
Oil and Gas	29,478	25,955	6,653
Less: Oil and Gas Eliminations (2)	(3,904)	(5,249)	(2,049)
Total Revenues	$ 190,000	$ 173,247	$ 137,545

	Three months ended,		
Gross Profit (1)	June 30, 2005	March 31, 2005	June 30, 2004
Well Intervention	$ 26,789	$ 26,337	$ 18,419
Rental tools	42,245	35,093	29,675
Marine	5,819	7,868	5,032
Other Oilfield Services	6,108	4,381	4,910
Oil and Gas	18,387	13,150	2,365
Total Gross Profit	$ 99,348	$ 86,829	$ 60,401

(1) Gross profit is calculated by subtracting cost of services from revenue for each of the Company's five segments.

(2) Oil and gas eliminations represent products and services from the Company's segments provided to the Oil and Gas Segment.