SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-KSB/A

AMENDMENT NO. 1

Annual Report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 For the fiscal year ended December 31, 1998 or

Transaction report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 Commission File Number 0-16032

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

Delaware	75-2379388
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification Number)

1105 Peters Road Harvey, Louisiana	70058
(Address of principal executive offices)	(zip code)

Issuer's Telephone Number: (504) 362-4321

Securities registered pursuant to Section 12(b) of the Act:

NONE

Securities registered pursuant to Section 12(g) of the Act:

COMMON STOCK

Check whether the issuer (1) filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act of 1934 during the past 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes X No

Check if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained in this form, and no disclosure will be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-KSB or any amendment to this Form 10-KSB. [ ]

Revenues for year ended December 31, 1998 were $91,334,000

The aggregate market value of the voting stock held by non-affiliates of the Registrant at March 15, 1999 based on the closing price on Nasdaq National Market on that date was $74,136,000.

The number of shares of the Registrant's common stock outstanding at March 15, 1999 was 28,792,523.

DOCUMENTS INCORPORATED BY REFERENCE

None.

Transitional Small Business Disclosure Format (check one): Yes No X

Superior Energy Services, Inc. ("Superior" or the "Company") hereby amends and supplements the following items of Part III of its Annual Report on Form 10-KSB for the year ended December 31, 1998 to read in their entirety as follows:

PART III

ITEM 9. DIRECTORS, EXECUTIVE OFFICERS, PROMOTERS AND CONTROL PERSONS; COMPLIANCE WITH SECTION 16(A) OF THE EXCHANGE ACT

INFORMATION ABOUT DIRECTORS AND EXECUTIVE OFFICERS

The following tables set forth certain information, as of April 15, 1999, with respect to the current directors and executive officers of the Company. The one-year term of each director will expire at the Company's 1999 annual meeting of stockholders. Unless otherwise indicated, the person has been engaged in the principal occupation shown for the past five years.

NAME AND AGE	POSITION

Terence E. Hall, 53	Chairman of the Board, Chief Executive Officer, President and Director
James E. Ravannack, 38	Director and Vice President
Richard J. Lazes, 50	Director and President of Oil Stop, Inc.
Bradford Small, 36	Director
Justin L. Sullivan, 59	Director
Robert S. Taylor, 45	Chief Financial Officer

Terence E. Hall has served as the Chairman of the Board, Chief Executive Officer and President of Superior since December 1995. Since 1989 he has also served as President and Chief Executive Officer of the following wholly-owned subsidiaries of Superior: Superior Well Service, Inc. ("Superior Well") and Connection Technology, Ltd.

James E. Ravannack has served as a Director and Vice President of Superior since December 1995. Since 1989 he also has served as Vice President - Sales of Superior Well.

Richard J. Lazes has served as a Director of Superior since December 1995. In May 1990, Mr. Lazes founded Oil Stop, Inc. ("Oil Stop"), which was acquired by Superior in December 1995, and has served as its President since 1990.

Bradford Small has served as a Director of Superior since December 1993. From January 1991 until May 1995 he served as minister of Western Hills Church of Christ in Amarillo, Texas. From May 1995 to May 1996 he served as minister of Highlands Church of Christ in Lakeland, Florida. From May 1996 to the present, Mr. Small has served as minister of Amarillo South Church of Christ in Amarillo, Texas.

Justin L. Sullivan has served as a Director of Superior since December 1995. Mr. Sullivan has been a business consultant to various companies since May 1993. From October 1992 to May 1993, Mr. Sullivan served as President of Plywood Panels, Inc., a manufacturer and distributor of plywood paneling and related wood products. From 1967 to September 1992, he served as Vice President, Treasurer and Director of Plywood Panels, Inc. and its predecessor entities.

Robert S. Taylor has served as Superior's Chief Financial Officer since January 1996. From May 1994 to January 1996, he served as Chief Financial Officer of Kenneth Gordon (New Orleans), Ltd. From November 1989 to May 1994 he served as Chief Financial Officer of Plywood Panels, Inc., a manufacturer and distributor of plywood paneling and related wood products. Prior thereto, Mr. Taylor served as controller for Plywood Panels, Inc. and Corporate Accounting Manager of D. H. Holmes Company, Ltd.

SECTION 16(A) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Section 16(a) of the Securities Exchange Act of 1934 (the "Exchange Act") requires Superior's directors, executive officers and 10% stockholders to file with the Securities and Exchange Commission reports of ownership and changes in ownership of equity securities of Superior. Superior believes that during 1998 its directors and executive officers complied with all these filing requirements except for one transaction by Mr. Taylor that was inadvertently omitted and later reported relating to options granted to him by Superior. In addition, Mr. Hall inadvertently omitted and later reported gifts of common stock made by him.

ITEM 10. EXECUTIVE COMPENSATION

SUMMARY OF EXECUTIVE COMPENSATION

The following table shows, for the fiscal years ended December 31, 1998, 1997 and 1996, the compensation of Superior's chief executive officer, Superior's other executive officer and the three other most highly compensated officers of Superior who were serving in such capacities at the year-end 1998. The persons named in the table are referred to in this report as the "Named Officers."

SUMMARY COMPENSATION TABLE

Name and Principal Position	Year	Annual Compensation: Salary	Annual Compensation: Bonus	Long-Term Compensation Awards: Securities Underlying Options/ SARs	All Other Compensation(1)

Terence E. Hall Chairman, Chief Executive Officer and President	1998	$ 346,570	$ 302,202	0	$ 3,939
	1997	316,669	392,470	0	4,843
	1996	300,264	137,500	0	3,419
James E. Ravannack Vice President	1998	140,406	133,970	0	3,939
	1997	127,749	173,987	0	4,355
	1996	120,182	60,950	0	2,847
Kenneth Blanchard Vice President	1998	139,753	133,970	75,000	3,939
	1997	127,749	173,987	25,000	4,355
	1996	120,129	60,950	17,500	2,848
Charles Funderburg(2) Vice President	1998	140,421	133,970	75,000	3,939
	1997	127,650	173,987	45,000	3,939
	1996	109,524	60,960	20,000	2,818
Robert S. Taylor(3) Chief Financial Officer	1998	125,493	77,000	60,000	3,939
	1997	107,104	100,000	25,000	3,539
	1996	82,262	25,000	25,000	3,654

(1) Comprised of Superior's matching contributions to the 401(k) Plan and hospitalization insurance.
(2) Charles Funderburg became Vice President in May 1996.
(3) Robert S. Taylor became Chief Financial Officer in January 1996.

EXECUTIVE EMPLOYMENT AGREEMENTS

Superior entered into employment agreements in December 1995 with each of Terence E. Hall, James E. Ravannack, Kenneth Blanchard and Charles Funderburg (the "Officers"), providing for minimum annual salaries of $300,000, $120,000, $120,000 and $120,000, respectively, with 5% increases over and above the preceding year's salary during the term of the agreement. Under the employment agreements, Messrs. Hall, Ravannack and Blanchard were granted ten-year options to purchase 44,000, 44,000 and 18,000 shares of Superior Common Stock, respectively, at $2.53 per share. Under the agreements, the Officers are provided with benefits under any employee benefit plan maintained by Superior for its employees generally, or for its executives and key management employees in particular, on the same terms as are applicable to other senior executives of Superior.

In addition to salary and benefits, each of Messrs. Hall, Ravannack and Blanchard receive an annual bonus calculated as a percentage of Superior's year-end pre-tax, pre-bonus annual income ("Superior's Income") and Mr. Funderburg receives an annual bonus calculated as a percentage of one of Superior's subsidiaries', Superior Well Service, Inc.'s year-end pre-tax, pre-bonus annual income ("Superior Well's Income"). Mr. Hall's bonus is an amount equal to 1% of Superior's Income if Superior's Income is greater than $1.8 million but less than or equal to $2.0 million, 2% of Superior's Income if Superior's Income is greater than $2.0 million but less than or equal to $2.25 million, or 3% of Superior's Income if Superior's Income is greater than $2.25 million. The bonus for each of Messrs. Ravannack and Blanchard is an amount equal to .443% of Superior's Income if Superior's Income is greater than $1.8 million but less than or equal to $2.0 million, .886% of Superior's Income if Superior's Income is greater than $2.0 million but less than or equal to $2.25 million, or 1.33% of Superior's Income if Superior's Income is greater than $2.25 million. Mr. Funderburg's bonus is an amount equal to .443% of Superior Well's Income that is greater than $1.8 million but less than or equal to $2.0 million, .886% of Superior Well's Income that is greater than $2.0 million but less than or equal to $2.25 million, and 1.33%% of Superior Well's Income that is greater than $2.25 million.

The terms of the employment agreements, except for Mr. Hall's and Mr. Funderburg's agreements, continued until December 13, 1998. The term of Mr. Hall's employment agreement will continue until December 13, 2000 unless earlier terminated as described below. The term of Mr. Hall's agreement will automatically be extended for one additional year unless Superior gives at least 90 days' prior notice that it does not wish to extend the term. The term of Mr. Funderburg's employment agreement will continue until April 30, 1999.

Each employment agreement provides for the termination of the Officer's employment: (i) upon the Officer's death; (ii) by Superior or the Executive upon the Officer's disability; (iii) by Superior for cause, which includes willful and continued failure substantially to perform the Officer's duties, or willful engaging in misconduct that is materially injurious to Superior, provided, however, that prior to termination, the Board of Directors must find that the Officer was guilty of such conduct; or (iv) by the Officer for good reason, which includes a failure by

Superior to comply with any material provision of the agreement that has not been cured after ten days' notice. For a period of two years after any termination, the Officer will be prohibited from competing with Superior.

Upon termination due to death or disability, Superior will pay the Officer all compensation owing through the date of termination and a benefit in an amount equal to nine-month's salary. Upon termination by Superior for cause or upon termination by the Officer for other than good reason, the Officer will be entitled to all compensation owing through the date of termination. Upon termination by the Officer for good reason, the Officer will be entitled to all compensation owing through the date of termination plus his current compensation and the highest annual amount payable to the Officer under Superior's compensation plans multiplied by the greater of two or the number of years remaining in the term of the Officer's employment under the agreement. In addition, if the termination arises out of a breach by Superior, Superior will pay all other damages to which the Officer may be entitled as a result of such breach.

1998 STOCK OPTION AND STOCK APPRECIATION RIGHT GRANTS

The following table contains information concerning the grant of options and stock appreciation rights ("SARs") granted to the Named Officers during 1998.

NAME	No. of Shares Underlying Options/SARS Granted	Percent of Total Options/SARS Granted to Employees in 1998	Exercise or Base Price	Expiration Date
Terence E. Hall...........	--	--	--	--
James E. Ravannack........	--	--	--	--
Kenneth Blanchard.........	25,000(1)	5 %	$ 7.56	1/27/08
	50,000(1)	10	9.25	9/30/08
Charles Funderburg........	25,000(1)	5	7.56	1/27/08
	50,000(1)	10	9.25	9/30/08
Robert S. Taylor..........	35,000(1)	7	7.56	1/27/08
	25,000(1)	5	9.25	9/30/08

(1) All options are immediately exercisable.

AGGREGATE OPTION EXERCISES DURING 1998 AND OPTION VALUES AT FISCAL YEAR END

The following table contains information concerning the aggregate option exercises made by the Named Officers during 1998 and the value of outstanding options held by the Named Officers as of December 31, 1998.

	Shares Acquired on Exercise(#)	Value Realized	Number of Securities Underlying Unexercised Options at Year End (#) Exercisable/ Unexercisable	Value of Unexercised In-the-Money Options at Year End ($)(1) Exercisable/ Unexercisable
Terence E. Hall..................	--	--	44,000/0	$ 13,807/0
James E. Ravannack...............	--	--	44,000/0	13,807/0
Kenneth Blanchard................	--	--	135,500/0	10,615/0
Charles Funderburg...............	20,000	$ 172,447	120,000/0	0/0
Robert S. Taylor.................	--	--	110,000/0	8,595/0

(1) Based on the difference between the closing sale price of Superior Common Stock of $2.8438 on December 31, 1998, as reported by the Nasdaq National Market and the exercise price of such options.

DIRECTOR COMPENSATION

Each director who is not an employee is paid a director's fee of $250 for each Board and committee meeting attended. Directors are also reimbursed for reasonable expenses incurred in attending such meetings.

ITEM 11. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table indicates the beneficial ownership, determined in accordance with Rule 13d-3 under the Exchange Act, as of April 15, 1999, of Superior Common Stock for each director, each Named Officer disclosed under the "Summary Compensation Table," each person known by Superior to own more than 5% of the outstanding shares of Superior Common Stock, and for all directors and officers of Superior as a group. Except as otherwise indicated below, all shares indicated as beneficially owned are held with sole voting and investment power.

NAME AND ADDRESS OF BENEFICIAL OWNER	AMOUNT AND NATURE OF BENEFICIAL OWNER	PERCENT OF CLASS
FMR Corp. 82 Devonshire Street Boston, Massachusetts 02109	1,542,900(1)	5.4%
Terence E. Hall	1,588,515(2)	5.5%
Ernest J. Yancey, Jr. 131 LaLanne Road Madisonville, Louisiana 70447	1,618,265(2)(3)	5.6%
James E. Ravannack	1,624,515(2)	5.6%
Richard J. Lazes	1,289,205	4.5%
Kenneth Blanchard	210,500(4)	*
Charles Funderburg	149,000(5)	*
Robert S. Taylor	115,000(6)	*
Bradford Small	17,143(7)	*
Justin L. Sullivan	10,000	*
All directors, executive officers as a group	5,003,878(8)	17.1%

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* Less than 1%.

(1) Based on a Schedule 13G, dated February 1, 1999, filed with the Securities and Exchange Commission. In its Schedule 13G, FMR Corp. reported that, through its subsidiary, Fidelity Management & Research Company, sole dispositive power with respect to all 1,542,900 shares as a result of acting as investment advisor to various investment companies registered under Section 8 of the Investment Company Act of 1940. FMR Corp. does not have the power to vote the shares.

(2) Includes 44,000 shares of Superior Common Stock that may be acquired upon the exercise of presently exercisable options.

(3) Includes 24,000 shares of Superior Common Stock held by Mr. Yancey's children, of which Mr. Yancey is deemed to be the beneficial owner, and 1,402,265 held by a limited liability company controlled by Mr. Yancey.

(4) Includes 135,500 shares of Superior Common Stock that may be acquired upon the exercise of presently exercisable options and 48,000 shares held by Mr. Blanchard's

children, of which Mr. Blanchard is deemed to be the beneficial owner.

(5) Includes 120,000 shares of Superior Common Stock that may be acquired upon the exercise of presently exercisable options. Also includes 8,000 shares held by Mr. Funderburg's children, of which Mr. Funderburg is deemed to be the beneficial owner.

(6) Includes 110,000 shares of Superior Common Stock that may be acquired upon the exercise of presently exercisable options.

(7) Does not include 41,926 shares of Superior Common Stock held in a trust for the benefit of Mr. Small and his siblings, of which a third party is the sole voting trustee.

(8) Includes 453,500 shares of Superior Common Stock that may be acquired upon the exercise of presently exercisable options.

ITEM 12. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

In May 1996, Superior terminated an employment agreement with Kenneth Boothe, who was a director of Superior at that time, and in settlement of the employment agreement, Superior entered into a consulting agreement pursuant to which Superior paid Mr. Boothe $60,000 in 1996 and 1997 agreed to pay him $60,000 in 1998. In 1998, the consulting agreement was terminated and in lieu of these payments, Superior paid Mr. Boothe $60,000 and assigned to Mr. Boothe a note receivable that Superior had fully reserved in prior years.

Superior paid Justin Sullivan, a director, financial consulting fees of $10,000 and $13,000 in 1998 and 1997, respectively.

Superior paid Richard Lazes, a director and employee, approximately $69,000 and $70,000 in 1998 and 1997, respectively, as rent for the headquarters and operating facility used by Superior's wholly-owned subsidiary, Oil Stop. Superior is obligated to make rent payments for these facilities to Mr. Lazes in the amount of $46,000 in 1999 and $24,000 in 2000.

SIGNATURES

In accordance with Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized on April 29, 1999.

SUPERIOR ENERGY SERVICES, INC.

By: /s/ Robert S. Taylor

Robert S. Taylor
Chief Financial Officer