

SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

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 FORM S-8  
 REGISTRATION STATEMENT  
 under  
 THE SECURITIES ACT OF 1933

SUPERIOR ENERGY SERVICES, INC.  
 (Exact name of Registrant as specified in its charter)  
 Delaware 75-2379388  
 (State or other jurisdiction (I.R.S. Employer  
 of incorporation) Identification Number)

1503 Engineers Road  
 Belle Chasse, Louisiana 70037  
 (Address, including zip code, of  
 Registrant's principal executive offices)  
 Superior Energy Services, Inc. 1995 Stock Incentive Plan  
 Superior Energy Services, Inc. Directors' Options  
 (Full title of the Plan)

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 Terence E. Hall  
 President, Chief Executive Officer  
 and Chairman of the Board  
 Superior Energy Services, Inc.  
 1503 Engineers Road  
 Belle Chasse, Louisiana 70037  
 (504) 393-7774  
 (Name, address, including zip code, and telephone number,  
 including area code, of agent for service)

Copy to:  
 Margaret F. Murphy  
 Jones, Walker, Waechter, Poitevent, Carrere & Denegre, L.L.P.  
 201 St. Charles Avenue  
 New Orleans, Louisiana 70170-5100

Title of Securities to be registered	Amount to be Registered<F1>	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock (\$.001 par value per share)	150,000 shares	\$4.75	\$ 712,500	\$245.69<F2>
	150,000 shares	\$2.53	379,500	130.86<F2>
	351,500 shares	\$2.56	899,840	310.29<F2>
	35,000 shares	\$2.50	87,500	30.17<F2>
	63,500 shares	\$2.56<F3>	162,560<F3>	56.06<F3>
	750,000 shares		\$2,241,900	\$773.07

<FN>  
 <F1> Upon a stock split, stock dividend or similar transaction in the future and during the effectiveness of this Registration Statement involving Common Stock of the Company, the number of shares registered shall be automatically increased to cover the additional shares in accordance with Rule 416(a) under the Securities Act of 1933.  
 <F2> Computed in accordance with Rule 457, calculated based upon the price at which currently outstanding options granted under the Plan are exercisable.  
 <F3> Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(c) and (h) under the Securities Act of 1933, based on the average of the high and low price per share of the Common Stock on the Nasdaq Stock Market on September 12, 1996.

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 3. Incorporation of Documents by Reference.

The following documents, which have been filed by Superior Energy Services, Inc. (the "Company") with the Securities and Exchange Commission (the "Commission"), are incorporated herein by reference:

(a) The Company's Annual Report on Form 10-KSB for the fiscal year ended December 31, 1995 filed pursuant to Section 13 of the Securities Exchange Act of 1934 (the "1934 Act").

(b) The Company's Quarterly Reports on Form 10-QSB for the quarters ended March 31, 1996 and June 30, 1996 filed pursuant to Section 13 of the 1934 Act.

(c) The description of the Common Stock included in Item 1 of Amendment No. 2 to the Company's Registration Statement on Form 8-A dated November 13, 1995, incorporated by reference from the Company's S-4 Registration Statement on Form SB-2, Registration No. 33-94454.

All reports filed by the Company with the Commission pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934 subsequent to the date of this Registration Statement and prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold shall, except to the extent otherwise provided by Regulation S-K or any other rule promulgated by the Commission, be deemed to be incorporated by reference in this Registration Statement and to be part hereof from the date of filing of such documents.

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

Not applicable.

Item 6. Indemnification of Directors and Officers.

Section 145 of the General Corporation Law of Delaware, as amended ("GCL"), authorizes a Delaware corporation to indemnify its officers, directors, employees and agents under certain circumstances against expenses and liabilities incurred in legal proceedings involving such persons because of their holding or having held such positions with the corporation and to purchase and maintain insurance for such indemnification. The Company's By-Laws and Article Tenth of its Certificate of Incorporation provide for the indemnification of directors and officers against expenses and liabilities incurred in connection with defending actions brought against them for negligence or misconduct in their official capacities.

Paragraph 7 of Section 102(b) of the GCL permits a Delaware corporation, by so providing in its Certificate of Incorporation, to eliminate or limit the personal liability of a director to the corporation for damages arising out of certain alleged breaches of the director's duties to the corporation. The GCL, however, provides that no such limitation of liability may effect a director's liability with respect to any of the following: (i) for breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law,

(iii) for unlawful payment of dividends or unlawful purchase or redemption of its capital stock, or (iv) for any transaction from which the director derived an improper personal benefit. Article Ninth of the Company's Certificate of Incorporation eliminates the personal liability of the directors of the Company to the fullest extent permitted by Paragraph 7 of 102(b) of the GCL.

Item 7. Exemption From Registration Claimed.

Not applicable.

Item 8. Exhibits.

5 Opinion of Jones, Walker, Waechter, Poitevent, Carrere & Denegre, L.L.P.

23.1 Consent of KPMG Peat Marwick LLP

23.2 Consent of Jones, Walker, Waechter, Poitevent, Carrere & Denegre, L.L.P. (included in Exhibit 5).

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Item 9. Undertakings.

(a) The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement to include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to section 13(a) or section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceedings) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question of whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Belle Chasse, State of Louisiana, on September 10, 1996.

SUPERIOR ENERGY SERVICES, INC.

/s/ Terence E. Hall

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Terence E. Hall  
President and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Terence E. Hall and Robert Taylor, or either one of them, his true and lawful attorney-in-fact and agent, with full power of substitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and ratifying and confirming all that said attorney-in-fact and agent or his substitute or substitutes may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
/s/ Terence E. Hall ----- Terence E. Hall (Principal Executive Officer)	President, Chief Executive Officer and Chairman of the Board	September 10, 1996
/s/ Robert Taylor ----- Robert Taylor (Principal Financial Officer)	Chief Financial Officer	September 10, 1996
/s/ James E. Ravannack ----- James E. Ravannack	Director	September 10, 1996
/s/ Ernest J. Yancey, Jr. ----- Ernest J. Yancey, Jr.	Director	September 10, 1996
/s/ Kenneth C. Boothe	Director	June 19, 1996

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Kenneth C. Boothe

/s/ Bradford Small

Director

June 18, 1996

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Bradford Small

/s/ Richard J. Lazes

Director

June 27, 1996

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Richard J. Lazes

/s/ Justin Sullivan

Director

September 10, 1996

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Justin Sullivan

September 17, 1996

Superior Energy Services, Inc.  
1503 Engineers Road  
Belle Chase, Louisiana 70037

Gentlemen:

We have acted as counsel to Superior Energy Services, Inc., a Delaware corporation (the "Company"), in connection with the Company's registration statement on Form S-8 (the "Registration Statement") with respect to the offering by the Company of 750,000 shares of the common stock of the Company, \$.001 par value per share (the "Common Stock") to certain employees and officers of the Company or its subsidiaries pursuant to the terms of the Superior Energy Services, Inc. 1995 Stock Incentive Plan (the "Plan") and to certain directors of the Company pursuant to resolutions of the Board of Directors of the Company (the "Resolutions") with respect to the Superior Energy Services, Inc. Directors' Options.

Based upon the foregoing, and upon our examination of such matters as we deem necessary in order to furnish this opinion, we are of the opinion that the shares of Common Stock referred to herein, when issued according to the terms of the Plan and of the Resolutions will be legally issued, fully paid and non-assessable.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement.

Yours very truly,

JONES, WALKER, WAECHTER,  
POITEVENT, CARRERE & DENEGRÉ, L.L.P.

By: /s/ Margaret F. Murphy

EXHIBIT 23.1

The Board of Directors  
Superior Energy Services, Inc.:

We consent to incorporation by reference in this registration statement on Form S-8 of Superior Energy Services, Inc. of our report dated March 15, 1996, relating to the consolidated balance sheets of Superior Energy Services, Inc. and subsidiaries as of December 31, 1995 and 1994, and the related consolidated statements of operations, changes in stockholders' equity, and cash flows for the years then ended, which report appears in the December 31, 1995, annual report on Form 10-K of Superior Energy Services, Inc. Our report refers to the adoption of the methods of accounting for the impairment of long-lived assets and for long-lived assets to be disposed of prescribed by Statement of Financial Accounting Standards No. 121.

/s/ KPMG Peat Marwick LLP  
KPMG PEAT MARWICK LLP

New Orleans, Louisiana  
September 16, 1996