

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): February 2, 2005

PARKER DRILLING COMPANY  
(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation)	1-7573 (Commission File Number)	73-0618660 (I.R.S. Employer Identification No.)
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1401 Enclave Parkway, Suite 600  
Houston, Texas 77077  
(Address of principal executive offices, including zip code)

(281) 406-2000  
(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 obligation 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 February 2, 2005, the Registrant's Compensation Committee, pursuant to authorization from the Board of Directors, approved the annual base salaries (effective as of such date) of the Registrant's Named Executive Officers after performing its review and analysis of the Chief Executive Officer's performance, receiving input from the Chief Executive Officer regarding the performance of the other executive officers and receiving a report from an independent compensation consultant that included a comparison of the compensation paid to executive officers of the Registrant's peer group. The following table sets forth the annual base salary levels of the named executive officers that will appear in the Registrant's proxy statement for the 2005 annual meeting of the stockholders for the years 2004 and 2005:

NAME AND POSITION	YEAR	BASE SALARY
Robert L. Parker, Jr.	2005	\$550,000
President & Chief	2004	\$522,500

## Executive Officer

Robert L. Parker	2005	\$474,000
Chairman of the Board of Directors	2004	\$474,000
James W. Whalen	2005	\$282,000
Senior Vice President & Chief Financial Officer	2004	\$270,000
Denis Graham	2005	\$235,000
Vice President Of Engineering	2004	\$225,000
W. Kirk Brassfield	2005	\$168,000
Vice President & Controller	2004	\$161,000

The cash compensation to be paid to the new director appointed by the Board of Directors on February 2, 2005 is specified in Item 5.02 below.

The Registrant intends to provide additional information regarding the compensation awarded to the Named Executive Officers in respect of the year ended December 31, 2004, in the Registrant's proxy statement for the 2005 annual meeting of stockholders, which is expected to be filed with the Securities and Exchange Commission in March 2005.

## Item 2.02 Results of Operations and Financial Condition

On February 8, 2005, Parker Drilling Company (the "Company") issued a press release announcing results of operations for the fourth quarter of 2004 and for the year 2004 and management's guidance for 2005.

A copy of this press release is attached as Exhibit 99 to this Report on Form 8-K. This information is being furnished pursuant to Item 2.02 of Form 8-K and shall not be deemed "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

## Item 5.02. Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.

(d) On February 2, 2005, the Board of Directors of the Registrant appointed Mr. Robert E. McKee as a director of the Registrant, to serve as a Class II director of the Board of Directors, to replace the position vacated by the retirement of Mr. Barnes on January 1, 2005, and to stand for re-election at the annual meeting of the stockholders of the Company in 2007 or until his successor has been duly elected or chosen and qualify, unless he sooner dies, resigns or is removed. Mr. McKee was also appointed by the Board of Directors to serve on the Compensation Committee of the Board. Mr. McKee will receive cash compensation consistent with other directors, as reported in the 2004 Proxy Statement filed on March 22, 2004.

Also in conjunction with Mr. McKee's appointment, the Registrant has agreed to enter into an Indemnification Agreement, the form of which has been filed as Exhibit 10(g) to the Registrant's Form 10-K for 2003. The Indemnification Agreement provides indemnity to the director against liabilities incurred in the performance of his duties to the full extent allowed by Delaware law and the Registrant's By-laws.

## Item 9.01 Financial Statements and Exhibits

### (c) Exhibits.

The following exhibit is furnished herewith:

99 Press release dated February 8, 2005, issued by the Registrant

S I G N A T U R E

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.

PARKER DRILLING COMPANY

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Dated: February 8, 2005

By: /s/James W. Whalen

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James W. Whalen  
Senior Vice President & CFO

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Index to Exhibits

99 Press release dated February 8, 2005, issued by the Registrant



Parker Drilling Reports Fourth Quarter Results

Houston, February 8, 2005 - Parker Drilling Company (NYSE: PKD) today reported fourth quarter revenues of \$109.8 million and a net loss of \$5.3 million or \$0.06 per share, compared to a net loss of \$12.4 million or \$0.13 per share, on revenues of \$91.6 million for the fourth quarter of 2003. The fourth quarter loss from continuing operations was \$2.2 million, or \$0.03 per share, compared to a loss of \$15.2 million, or \$0.16 per share, for the fourth quarter a year ago.

The fourth quarter of 2004 included a number of non-routine items which negatively impacted earnings by \$8.3 million or \$0.09 per share, of which \$4.2 million, or \$0.05 per share, was attributable to continuing operations. Absent the \$4.2 million of non-routine items, income from continuing operations would have been a positive \$2.0 million, or \$0.02 per share. The \$4.2 million of non-routine items for continuing operations includes a \$6.5 million provision primarily related to reduction in the carrying value of four international land rigs and two U.S. barge rigs partially offset by a \$2.3 million gain on disposition of assets primarily related to barge rig 74 in Nigeria. Discontinued operations reflect a \$4.1 million loss on jackup rig 25 which was sold in January 2005. Excluding this loss, results from discontinued operations would have reflected income of \$1.0 million, or \$0.01 per share. (See attached reconciliation, non-routine items)

For 2004, Parker Drilling reported revenues of \$376.5 million and a net loss of \$47.1 million, or \$0.50 per share. This compares to revenues of \$338.7 million and a net loss of \$109.7 million, or \$1.17 per share, for 2003 which included an impairment for assets held for sale of \$54.0 million, or \$0.58 per share. The loss from continuing operations for 2004 was \$50.6 million, or \$0.54 per share compared to a loss from continuing operations of \$52.4 million, or \$0.56 per share, for 2003.

Excluding non-routine items, the Company's 2004 loss would have been \$18.2 million, or \$0.20 per share. Non-routine items in 2004 reduced earnings \$28.9 million, or \$0.30 per share, including \$24.8 million, or \$0.26 per share, attributable to continuing operations and \$4.1 million, or \$0.04 per share, attributable to discontinued operations. The non-routine items

include: \$8.3 million in the fourth quarter detailed above; an \$8.2 million loss from extinguishing \$80 million of 10.125% Senior Notes and \$70 million of a Term Loan with proceeds from issuing \$150 million of Senior Floating Rate Notes; \$6.6 million provision for reduction in carrying value of certain assets, which includes reclassifying Latin American operations from discontinued to continuing operations and an adjustment to a life insurance policy; \$2.3 million for an additional value added tax assessment in Nigeria; \$2.1 million for taxes assessed by the Mangistau Customs Control in connection with the temporary import status of barge rig 257 in the Caspian Sea and \$1.4 million relating to severance costs. (See attached reconciliation, non-routine items)

Fourth quarter average rig utilization, before and after the reduction of seven rigs to the marketable rig count, is reflected in the following table:

<TABLE>  
 <CAPTION>

	Utilization After Reduction				Utilization Before Reduction			
	2004				2004			
	Marketable Rigs	4th Qtr.	3rd Qtr.	Current	Marketable Rigs	4th Qtr.	3rd Qtr.	Current
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
International Land	38	58%	54%	61%	34	65%	61%	68%
International Offshore	6	45%	33%	67%	5	54%	40%	80%
Gulf of Mexico	20	71%	66%	70%	18	79%	74%	78%
TOTAL	64	61%	56%	64%	57	68%	63%	72%

</TABLE>

"Parker Drilling finished a year of transition with the best quarter for operations since 2001," said Robert L. Parker, Jr., president and chief executive officer. "With \$135 million of debt paid down including \$25 million yesterday, a strong new chief operating officer in Dave Mannon and current utilization of our existing rigs at 72%, Parker is well positioned to be profitable in 2005."

Capital expenditures in 2004 totaled \$47.3 million. Debt totaled \$481.1 million at December 31, 2004, and the Company's cash balance was \$44.3 million.

Parker Drilling reaffirms its previously released guidance of net income per share of \$0.05 to \$0.14 for 2005.

Parker has scheduled a conference call at 10 a.m. CST (11 a.m. EST) February 8, 2005 to discuss fourth quarter 2004 results. Those interested in participating in the call may dial in at (303) 262-2130. The conference call replay can be accessed from noon CST February 8, 2005 through

February 15, 2005, by dialing (303) 590-3000 and using the access code 11021350#. Alternatively, the call can be accessed live through the Parker Web site at <http://www.parkerdrilling.com>. The archived call will be available on the Web site for 12 months.

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This release contains certain statements that may be deemed to be "forward-looking statements" within the meaning of the Securities Acts. All statements, other than statements of historical facts, that address activities, events or developments that the Company expects, projects, believes or anticipates will or may occur in the future, including the outlook for rig utilization and dayrates, general industry conditions including bidding activity, future operating results of the Company's rigs and rental tool operations, capital expenditures, expansion and growth opportunities, asset sales and other such matters, are forward-looking statements. Although the Company believes that its expectations stated in this release are based on reasonable assumptions, actual results may differ materially from those expressed or implied in the forward-looking statements. For a more detailed discussion of risk factors, please refer to the Company's reports filed with the SEC, and in particular, the report on Form 10-K for the year ended December 31, 2003. Each forward-looking statement speaks only as of the date of this release, and the Company undertakes no obligation to publicly update or revise any forward-looking statement.

PARKER DRILLING COMPANY AND SUBSIDIARIES  
Consolidated Condensed Statements of Operations  
(Unaudited)

<TABLE>  
<CAPTION>

Three Months Ended December 31, Twelve Months Ended December 31,

-----  
2004 2003 2004 2003  
-----

(Dollars in Thousands)

<S> <C> <C> <C> <C>  
DRILLING AND RENTAL REVENUES  
U.S. Drilling \$ 25,303 \$ 17,856 \$ 88,512 \$ 67,449  
International Drilling 64,608 59,473 220,846 216,567  
Rental Tools 19,889 14,271 67,167 54,637  
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TOTAL DRILLING AND RENTAL REVENUES		109,800	91,600	376,525	338,653
DRILLING AND RENTAL OPERATING EXPENSES					
U.S. Drilling	15,530	10,274	54,126	47,740	
International Drilling	46,233	40,803	168,451	152,201	
Rental Tools	8,154	6,183	28,037	23,051	
Depreciation and Amortization	18,642	17,099	69,241	73,679	
TOTAL DRILLING AND RENTAL OPERATING EXPENSES			88,559	74,359	319,855
DRILLING AND RENTAL OPERATING INCOME		21,241	17,241	56,670	41,982
Construction Contract Revenue	-	-	-	7,030	
Construction Contract Expense	-	-	-	5,030	
NET CONSTRUCTION CONTRACT OPERATING INCOME			-	-	2,000
General and Administrative Expense	(5,455)	(4,771)	(23,413)	(19,256)	
Provision for Reduction in Carrying Value of Certain Assets	(6,562)	(6,028)	(6,028)	(13,120)	(6,028)
Gain on Disposition of Assets, Net	2,328	2,885	3,730	4,229	
TOTAL OPERATING INCOME		11,552	9,327	23,867	22,927
OTHER INCOME AND (EXPENSE)					
Interest Expense	(11,291)	(13,889)	(50,368)	(53,790)	
Change in Fair Value of Derivative Position	586	-	(794)	-	
Loss on Extinguishment of Debt	(24)	(5,274)	(8,753)	(5,274)	
Other Income (Expense) - Net	31	(15)	492	688	
TOTAL OTHER INCOME AND (EXPENSE)		(10,698)	(19,178)	(59,423)	(58,376)
INCOME (LOSS) BEFORE INCOME TAXES		854	(9,851)	(35,556)	(35,449)
Income Tax Expense	3,001	5,317	15,009	16,985	
LOSS FROM CONTINUING OPERATIONS		(2,147)	(15,168)	(50,565)	(52,434)
Discontinued Operations, Net of Taxes	(3,104)	2,734	3,482	(57,265)	
NET LOSS	\$ (5,251)	\$ (12,434)	\$ (47,083)	\$ (109,699)	

EARNINGS (LOSS) PER SHARE - BASIC AND DILUTED

Loss From Continuing Operations	\$ (0.03)	\$ (0.16)	\$ (0.54)	\$ (0.56)
Discontinued Operations, Net of Taxes	\$ (0.03)	\$ 0.03	\$ 0.04	\$ (0.61)
Net Loss	\$ (0.06)	\$ (0.13)	\$ (0.50)	\$ (1.17)

AVERAGE COMMON SHARES OUTSTANDING

Basic and Diluted	94,615,448	94,079,159	94,113,257	93,420,713
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PARKER DRILLING COMPANY AND SUBSIDIARIES  
Consolidated Condensed Balance Sheets  
(Unaudited)

<TABLE>

<CAPTION>

	December 31, 2004	December 31, 2003
	(Dollars in Thousands)	
ASSETS	<C>	<C>
CURRENT ASSETS		
Cash and Cash Equivalents	\$ 44,267	\$ 67,765
Accounts and Notes Receivable, Net	99,315	89,050
Rig Materials and Supplies	19,206	13,627

Other Current Assets	19,470	2,466	
TOTAL CURRENT ASSETS	182,258	172,908	
PROPERTY, PLANT AND EQUIPMENT, NET		382,824	387,664
ASSETS HELD FOR SALE	23,665	150,370	
OTHER ASSETS			
Goodwill	107,606	114,398	
Other Assets	26,343	22,292	
TOTAL OTHER ASSETS	133,949	136,690	
TOTAL ASSETS	\$ 722,696	\$ 847,632	
LIABILITIES AND STOCKHOLDERS' EQUITY			
CURRENT LIABILITIES			
Current Portion of Long-Term Debt	\$ 24	\$ 60,225	
Accounts Payable and Accrued Liabilities	87,329	68,404	
TOTAL CURRENT LIABILITIES	87,353	128,629	
LONG-TERM DEBT	481,039	511,400	
DISCONTINUED OPERATIONS	-	6,421	
OTHER LIABILITIES	5,387	8,379	
STOCKHOLDERS' EQUITY	148,917	192,803	
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	\$ 722,696	\$ 847,632	

Current Ratio	2.09	1.34
Total Long Term Debt as a Percent of Capitalization	76%	73%
Book Value Per Common Share	\$ 1.57	\$ 2.05

PARKER DRILLING COMPANY AND SUBSIDIARIES  
Selected Financial Data  
(Unaudited)

<TABLE>  
<CAPTION>

	Three Months Ended		
	December 31,		September 30,
	2004	2003	2004
DRILLING AND RENTAL REVENUES	(Dollars in Thousands)		
U.S. Drilling	\$ 25,303	\$ 17,856	\$ 22,788
International Land Drilling	56,502	41,417	45,918
International Offshore Drilling	8,106	18,056	3,768
Rental Tools	19,889	14,271	15,471
Total Drilling and Rental Revenues	109,800	91,600	87,945

DRILLING AND RENTAL OPERATING EXPENSES			
U.S. Drilling	15,530	10,274	13,399
International Land Drilling	40,727	29,172	33,553
International Offshore Drilling	5,506	11,631	10,271
Rental Tools	8,154	6,183	6,558



Drilling and Rental Operating Expenses	69,917	57,260	63,781
<b>DRILLING AND RENTAL OPERATING INCOME</b>			
U.S. Drilling	9,773	7,582	9,389
International Land Drilling	15,775	12,245	12,365
International Offshore Drilling	2,600	6,425	(6,503)
Rental Tools	11,735	8,088	8,913
Depreciation and Amortization	(18,642)	(17,099)	(17,806)
<b>Total Drilling and Rental Operating Income</b>	<b>21,241</b>	<b>17,241</b>	<b>6,358</b>
General and Administrative Expense	(5,455)	(4,771)	(4,924)
Provision for Reduction in Carrying Value of Certain Assets		(6,562)	(6,028)
Gain on Disposition of Assets, Net	2,328	2,885	333
<b>TOTAL OPERATING INCOME</b>	<b>\$ 11,552</b>	<b>\$ 9,327</b>	<b>\$ 1,767</b>

</TABLE>

Marketable Rig Count Summary  
As of January 31, 2005

<TABLE>  
<CAPTION>

	Total	
<S>	<C>	
U.S. Gulf of Mexico Barge Rigs		
Workover	6	
Intermediate	4	
Deep	8	
<b>Total U.S. Gulf of Mexico Barge Rigs</b>		<b>18</b>
International Land Rigs		
Asia Pacific	10	
Africa/Middle East	2	
Latin America	14	
CIS	8	
<b>Total International Land Rigs</b>		<b>34</b>
International Barge Rigs		
Mexico	1	
Nigeria	3	
Caspian Sea	1	
<b>Total International Barge Rigs</b>		<b>5</b>
<b>Total International Rigs</b>		<b>39</b>
<b>Total Marketable Rigs</b>		<b>57</b>

</TABLE>

PARKER DRILLING COMPANY AND SUBSIDIARIES  
Reconciliation, Non-Routine Items  
(Unaudited)

<TABLE>

<CAPTION>

Three Months Ended

December 31, 2004

(Dollars in Millions, Except Per Share Amounts)

	<C>	<C>	
<S> Loss From Continuing Operations, as Reported	\$ (2.2)	\$ (0.03)	
Non-Routine Items:			
Provision for Reduction in Carrying Value of Certain Assets	6.5	0.07	
Gain on Disposition of Assets, Net	(2.3)	(0.02)	
Total Fourth Quarter Non-Routine Items	4.2	0.05	
Income From Continuing Operations, Excluding Non-Routine Items	\$ 2.0	\$ 0.02	
Discontinued Operations, as Reported	\$ (3.1)	\$ (0.03)	
Non-Routine Item:			
Loss on Disposition of Asset	4.1	0.04	
Discontinued Operations, Excluding Non-Routine Item	\$ 1.0	\$ 0.01	
Net Loss, as Reported	\$ (5.3)	\$ (0.06)	
Total Non-Routine Items	8.3	0.09	
Net Income, Excluding Non-Routine Items	\$ 3.0	\$ 0.03	

</TABLE>

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<CAPTION>

Twelve Months Ended

December 31, 2004

(Dollars in Millions, Except Per Share Amounts)

	<C>	<C>	
<S> Loss From Continuing Operations, as Reported	\$ (50.6)	\$ (0.54)	
Non-Routine Items:			
Provision for Reduction in Carrying Value of Certain Assets	13.1	0.14	
Gain on Disposition of Assets, Net	(2.3)	(0.02)	
Extinguishment Costs Related to Debt Refinancing	8.2	0.09	
Value Added Tax Assessment - Nigeria	2.3	0.02	
Taxes Assessed for Temporary Import Status - Caspian Sea	2.1	0.02	
Severance Costs	1.4	0.01	
Total 2004 Non-Routine Items	24.8	0.26	
Loss From Continuing Operations, Excluding Non-Routine Items	\$ (25.8)	\$ (0.28)	
Discontinued Operations, as Reported	\$ 3.5	\$ 0.04	
Non-Routine Item:			
Loss on Disposition of Asset	4.1	0.04	
Discontinued Operations, Excluding Non-Routine Item	\$ 7.6	\$ 0.08	

Net Loss, as Reported	\$ (47.1)	\$ (0.50)
Total Non-Routine Items	28.9	0.30
	-----	-----
Net Loss, Excluding Non-Routine Items	\$ (18.2)	\$ (0.20)
	=====	=====

</TABLE>