

Ship Finance International LTD  
Form SC 13G/A  
February 17, 2010

OMB APPROVAL  
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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

SCHEDULE 13G/A

Under the Securities Exchange Act of 1934  
(Amendment No. 5)\*

Ship Finance International Limited  
(Name of Issuer)

Common Shares, par value \$1.00 per share  
(Title of Class of Securities)

G81075106  
(CUSIP Number)

December 31, 2009  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

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\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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EXPLANATORY NOTE

This Amendment No. 5 to Schedule 13G is being filed solely for the purpose of correcting a typographical error on the signature page of Amendment No. 4 to Schedule 13G, which was filed with the U.S. Securities and Exchange Commission on February 16, 2010. No other changes have been made.

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CUSIP No. G81075106

1. NAME OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Frontline Ltd.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Bermuda

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5. SOLE VOTING POWER

0

6. SHARED VOTING POWER

73,383

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

73,383

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

73,383

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES  
CERTAIN SHARES (SEE INSTRUCTIONS)

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0%

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

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CUSIP No. G81075106

1. NAME OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Hemen Holding Limited

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)  
(a)   
(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION  
Cyprus

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5. SOLE VOTING POWER  
0

6. SHARED VOTING POWER  
4,742,988

7. SOLE DISPOSITIVE POWER  
0

8. SHARED DISPOSITIVE POWER  
4,742,988

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
4,742,988

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES  
CERTAIN SHARES (SEE INSTRUCTIONS)

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.99%

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

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CUSIP No. G81075106

1. NAME OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Farahead Investment Inc.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)  
(a)   
(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION  
Liberia

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5. SOLE VOTING POWER  
0

6. SHARED VOTING POWER  
29,409,688

7. SOLE DISPOSITIVE POWER  
0

8. SHARED DISPOSITIVE POWER  
29,409,688

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
29,409,688

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES  
CERTAIN SHARES (SEE INSTRUCTIONS)

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)



37.17%

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

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CUSIP No. G81075106

1. NAME OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Farahead Holdings Ltd.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)  
(a)   
(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION  
Cyprus

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5. SOLE VOTING POWER  
0

6. SHARED VOTING POWER  
29,409,688

7. SOLE DISPOSITIVE POWER  
0

8. SHARED DISPOSITIVE POWER  
29,409,688

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
29,409,688

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES  
CERTAIN SHARES (SEE INSTRUCTIONS)

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

37.17%

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

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CUSIP No. G81075106

1. NAME OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Greenwich Holdings Ltd.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)  
(a)   
(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION  
Cyprus

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5. SOLE VOTING POWER  
0

6. SHARED VOTING POWER  
34,152,676

7. SOLE DISPOSITIVE POWER  
0

8. SHARED DISPOSITIVE POWER  
34,152,676

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
34,152,676

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES  
CERTAIN SHARES (SEE INSTRUCTIONS)

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

43.16%

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

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CUSIP No. G81075106

1. NAME OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

John Fredriksen\*

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)  
(a)   
(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION  
Cyprus

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5. SOLE VOTING POWER  
0

6. SHARED VOTING POWER  
34,152,676

7. SOLE DISPOSITIVE POWER  
0

8. SHARED DISPOSITIVE POWER  
34,152,676

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
34,152,676

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES  
CERTAIN SHARES (SEE INSTRUCTIONS)

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

43.16%

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

\* Mr. Fredriksen may be deemed to beneficially own 34,152,676 shares of common stock, par value \$1.00 per share (the "Common Shares"), of Ship Finance International Limited (the "Issuer") through his indirect influence over Hemen Holding Ltd., Farahead Investment Inc., Farahead Holdings Ltd. and Greenwich Holdings Ltd., the shares of which are held in trusts (the "Trusts"). The beneficiaries of the Trusts are certain members of Mr. Fredriksen's family. Mr. Fredriksen disclaims beneficial ownership of the 34,152,676 Common Shares except to the extent of his voting and dispositive interests in such Common Shares. Mr. Fredriksen has no pecuniary interest in the 34,152,676 Common Shares.

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CUSIP No. G81075106

1. NAME OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

C.K. Limited

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)  
(a)   
(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Jersey

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5. SOLE VOTING POWER

0

6. SHARED VOTING POWER

34,152,676

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

34,152,676

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

34,152,676

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES  
CERTAIN SHARES (SEE INSTRUCTIONS)

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)



43.16%

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

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CUSIP No. G81075106

Item 1. (a). Name of Issuer:

Ship Finance International Limited

(b). Address of issuer's principal executive offices:

Par-la-Ville Place  
14 Par-la-Ville Road  
Hamilton HM 08, Bermuda

Item 2. (a). Name of person filing:

Frontline Ltd.  
Hemen Holding Limited  
Farahead Investment Inc.  
Farahead Holdings Ltd.  
Greenwich Holdings Ltd.  
John Fredriksen  
C.K. Limited

(b). Address or principal business office or, if none, residence:

Frontline Ltd.  
Par-la-Ville Place  
14 Par-la-Ville Road  
Hamilton HM 08, Bermuda

Hemen Holding Limited  
c/o Seatankers Management Co. Ltd.  
P.O. Box 53562  
CY-3399 Limassol, Cyprus

Farahead Investment Inc.  
c/o Seatankers Management Co. Ltd.  
P.O. Box 53562  
CY-3399 Limassol, Cyprus

Farahead Holdings Ltd.  
c/o Seatankers Management Co. Ltd.  
P.O. Box 53562  
CY-3399 Limassol, Cyprus

Greenwich Holdings Ltd.  
c/o Seatankers Management Co. Ltd.  
P.O. Box 53562  
CY-3399 Limassol, Cyprus

John Fredriksen  
c/o Seatankers Management Co. Ltd.  
P.O. Box 53562  
CY-3399 Limassol, Cyprus

C.K. Limited  
1 Welsley Street  
St. Helier  
Jersey  
JE4 5UT

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(c). Citizenship:

Frontline Ltd. - Bermuda  
Hemen Holding Limited - Cyprus  
Farahead Investment Inc. - Liberia  
Farahead Holdings Ltd. - Cyprus  
Greenwich Holdings Ltd. - Cyprus  
John Fredriksen – Cyprus  
C.K. Limited – Jersey

(d). Title of class of securities:

Common Shares, par value \$1.00 per share

(e). CUSIP No.:

G81075106

Item 3. If This Statement is filed pursuant to §§.240.13d-1(b) or 240.13d-2(b), or (c), check whether the person filing is a

- (a)  Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b)  Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c)  Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).