Edgar Filing: DEASON ROBERT A - Form 4

DEASON RO	OBERT A										
Form 4											
January 18, 2	ГЛ	D STATES	S SECUR	ITIES A	ND EX(CHA	NGE (COMMISSION		PPROVAL	
<i></i>			Was	hington,	D.C. 205	549			Number:	3235-0287	
Check thi if no long	rer								Expires:	January 31, 2005	
subject to STATEMENT OF CHANGES IN B Section 16. SECURI Form 4 or									Estimated a burden hou response	average	
Form 5 obligation may cont <i>See</i> Instru 1(b).	ns Section 1'	7(a) of the		ility Hold	ling Com	ipany	Act of	e Act of 1934, f 1935 or Sectio 40	n		
(Print or Type F	Responses)										
1. Name and Address of Reporting Person <u></u> DEASON ROBERT A			2. Issuer Name and Ticker or Trading Symbol MCDERMOTT INTERNATIONAL					5. Relationship of Reporting Person(s) to Issuer			
			INC [M]			1110		(Check all applicable)			
(Month/E				f Earliest Transaction Day/Year)				Director 10% Owner Officer (give title Other (specify below) below)			
C/O MCDE INTERNAT POYDRAS	TIONAL, INC.,	1450	01/17/20)06				Pres&COO-	J. Ray McDern	nott, SA	
	(Street) 4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person					
NEW ORLE	EANS, LA 701	12						Form filed by M Person	Iore than One Re	eporting	
(City)	(State)	(Zip)	Table	e I - Non-D	erivative S	Securi	ties Acq	uired, Disposed of	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Dee (Month/Day/Year) Execution any (Month/			3. Transactic Code (Instr. 8)		ispose	d of	5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
				Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)			
Common Stock	01/17/2006			M <u>(1)</u>	6,000	А	\$ 3.15	98,643	D		
Common Stock	01/17/2006			S <u>(1)</u>	6,000	D	<u>(2)</u>	92,643	D		
Common Stock								1,920 <u>(3)</u>	I	401(K) Shares	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)

Edgar Filing: DEASON ROBERT A - Form 4

required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	Transaction Derivative Code Securities		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Options (Right to Buy)	\$ 3.15	01/17/2006		M <u>(1)</u>	6,000	<u>(4)</u>	04/02/2013	Common Stock	6,000	

Reporting Owners

Reporting Owner Name / Address		Relationships						
1 9	Director	10% Owner	Officer	Other				
DEASON ROBERT A C/O MCDERMOTT INTERNATIONAL 1450 POYDRAS STREET NEW ORLEANS, LA 70112	z, INC.		Pres&COO-J. Ray McDermott, SA					
Signatures								
Liane K. Hinrichs, Attorney-in-Fact	01/18/2006							

**Signature of Reporting Person

Date

Explanation of Responses:

- If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- The sales and underlying exercise reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting (1) person on May 27, 2005.

The stock was sold in multiple transactions at the following prices: 100 shares at \$50.61; 400 shares at \$50.60; 100 shares at \$50.57; 2400 (2) shares at \$50.50; 500 shares at \$50.30; 1000 shares at \$50.20; 500 shares at \$50.15; 500 shares at \$50.11; 100 shares at \$50.04 and 400 shares at \$50.00.

- (3) Based upon units held in 401K Plan and the fair market value of Common Stock as of 1/13/06.
- (4) The options vest in three equal installments on April 2, 2004, 2005 and 2006.

Edgar Filing: DEASON ROBERT A - Form 4

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.