Edgar Filing: MCDERMOTT INTERNATIONAL INC - Form 4

MCDERMOTT INTERNATIONAL INC

Form 4

November 20, 2006

| Check thi if no long subject to Section 10 Form 4 or Form 5 obligation may continue See Instruction. | Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 20(b) of the Investment Company Act of 1940 | | | | | | OMB APPROVAL OMB Number: 3235-0287 Expires: January 31, 2005 Estimated average burden hours per response 0.5 | | | |
|--|---|---|-----------------------|-------------|--------------------|--------------|---|--|---|--|
| (Print or Type R | Responses) | | | | | | | | | |
| KALMAN FRANCIS S Syn | | | | | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | |
| (Last) C/O MCDE INTERNAT ELDRIDGE | ATIONAL, INC., 777 N. | | | | | | | | | |
| | | | Filed(Month/Day/Year) | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person | | | |
| HOUSTON, | , TX 77079 | | | | | Ī | Form filed by Mo Person | ore than One Re | porting | |
| (City) | (State) | (Zip) Ta | ble I - Non-l | Derivative | Secur | rities Acqui | ired, Disposed of, | or Beneficial | ly Owned | |
| | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | Code | onor Dispos | Of (Instr. 3 and a | | Securities Beneficially Owned Following | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | |
| Common Stock | 11/16/2006 | | M(1) | 15,000 | A | \$ 8.2343 | 165,147 | D | | |
| Common Stock | 11/16/2006 | | S <u>(1)</u> | 15,000 | D | <u>(2)</u> | 150,147 | D | | |
| Common Stock | | | | | | | 2,107 (3) | I | 401(K) Plan | |

Persons who respond to the collection of

information contained in this form are not

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

SEC 1474

(9-02)

Edgar Filing: MCDERMOTT INTERNATIONAL INC - 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. Transactio Code (Instr. 8) | 5. Number of on Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | 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 Option (Right to Buy) | \$ 8.2343 | 11/16/2006 | | M(1) | | 15,000 | <u>(4)</u> | 02/01/2012 | Common Stock | 15,000 |

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

KALMAN FRANCIS S C/O MCDERMOTT INTERNATIONAL, INC. 777 N. ELDRIDGE PKWY. HOUSTON, TX 77079

EVP & CFO

Signatures

Renee D. Hack, Attorney-in-Fact

**Signature of Reporting Person Da

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).
- (1) The sales and underlying exercise reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 23, 2005.
 - The stock was sold in multiple transactions at the following prices: 2,300 shares at \$48.95; 900 shares at \$49.00; 400 shares at \$49.02;
- (2) 700 shares at \$49.04; 2,000 shares at \$49.05; 1,500 shares at \$49.06; 2,100 shares at \$49.07; 400 shares at \$49.08; 94 shares at \$49.09; 500 shares at \$49.10; 200 shares at \$49.11; 100 shares at \$49.13; 300 shares at \$49.14; 1,000 shares at \$49.15; 606 shares at \$49.16; 600 shares at \$49.17; 300 shares at \$49.18; 600 shares at \$49.19; and 400 shares at \$49.22.
- (3) Based upon units held in 401K Plan and the fair market value of MDR common stock as of November 15, 2006.
- (4) The option vested in three equal installments on February 1, 2003, 2004, and 2005.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

Edgar Filing: MCDERMOTT INTERNATIONAL INC - Form 4

| 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. |
|---|
| |
| |
| |
| |
| |
| |
| |
| |
| |
| |
| |
| |
| |
| |
| |
| |
| |
| |
| |
| |