Edgar Filing: MCDERMOTT INTERNATIONAL INC - Form 4

MCDERMOTT INTERNATIONAL INC

Form 4

March 15, 2007

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

January 31, 2005

0.5

Estimated average burden hours per

response...

if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

Check this box

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 See Instruction

30(h) of the Investment Company Act of 1940

2. Issuer Name and Ticker or Trading

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

DEASON ROBERT A			Symbol MCDERMOTT INTERNATIONAL INC [MDR]					Issuer (Check all applicable)			
	(First) RMOTT IONAL, INC., PARKWAY	(Middle)	3. Date of (Month/D 03/13/20					Director 10% Owner Selection Other (specify below) Pres&COO-J. Ray McDermott, SA			
HOUSTON.				endment, Date Original nth/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
(City)	(State)	(Zip)	TC-1-1	. I. N D		· • 4	• •	Person	. e D e	II. O	
1.Title of Security (Instr. 3)	2. Transaction D. (Month/Day/Yea	ate 2A. Dee		3.	4. Securit on(A) or Dis (D) (Instr. 3, 4	ies Ac sposed	quired of	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common Stock	03/13/2007			M	17,000	A	\$ 2.1	155,964	D		
Common Stock	03/13/2007			S	17,000	D	<u>(1)</u>	138,964	D		
Common Stock								3,064 (2)	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: 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. 5. Number of Transactio Derivative Code Securities (Instr. 8) 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 Options (Right to Buy)	\$ 2.1	03/13/2007		M	17,	,000	<u>(3)</u>	04/02/2013	Common Stock	17,000

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

DEASON ROBERT A C/O MCDERMOTT INTERNATIONAL, INC. 777 N. ELDRIDGE PARKWAY HOUSTON, TX 77079

Pres&COO-J. Ray McDermott, SA

Signatures

Robert E. Stumpf, Attorney-in-Fact 03/15/2007

**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 stock was sold in multiple transactions at the following prices: 2,000 shares @ \$47.60; 600 shares @ \$47.61; 900 shares @ \$47.62; 800 shares @ \$47.63; 700 shares @ \$47.64; 500 shares @ \$47.65; 900 shares @ \$47.66; 500 shares @ \$47.67; 1,400 shares @ \$47.68; 700 shares @ \$47.69; 100 shares @ \$47.70; 200 shares @ \$47.71; 400 shares @ \$47.72; 300 shares @ \$47.73; 200 shares @ \$47.75; 300 shares @ \$47.77; 800 shares @ \$47.78; 600 shares @ \$47.80; 900 shares @ \$47.81; 1,100 shares @ \$47.83; 100 shares @ \$47.84; 300 shares @ \$47.85; 100 shares @ \$47.86; 300 shares @ \$47.88; 200 shares @ \$47.89; 400 shares @ \$47.90; 900 shares @ \$47.91; 100 shares @ \$47.92; 100 shares @ \$47.94; 400 shares @ \$47.95; 100 shares @ \$47.96 and 100 shares @ \$47.97.

- (2) Based upon units held in 401K Plan and the fair market value of Common Stock as of March 13,2007.
- (3) The options provided for vesting in three equal installments, on April 2, 2004, 2005 and 2006.

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.