KALMAN FRANCIS S

Form 4 May 23, 2007

FORM 4

OMB APPROVAL

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

OMB Number: 3235-0287

if no longer subject to Section 16. Form 4 or

Check this box

Expires: January 31, 2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 0.5

Form 5 obligations may continue. *See* Instruction

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

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * KALMAN FRANCIS S			2. Issuer Name and Ticker or Trading Symbol MCDERMOTT INTERNATIONAL INC [MDR]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) C/O MCDE INTERNATELDRIDGE	ΓΙΟΝΑL, INC., 7	3. Date of Earliest Transaction (Month/Day/Year) 05/21/2007					Director 10% Owner Officer (give title Other (specify below) EVP				
HOUSTON	(Street) 4. If Amendment, Date Original Filed(Month/Day/Year) N, TX 77079							6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned									y Owned	
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deeme (Month/Day/Year) Execution any (Month/Day		n Date, if	3. Transactio Code (Instr. 8)	(A) or		d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	rities Ownership eficially Form: Direct ed (D) or owing Indirect (I) orted (Instr. 4) saction(s)		
Common Stock	05/21/2007			M <u>(1)</u>	7,849	A	\$ 6.0066	136,126	D		
Common Stock	05/21/2007			S <u>(1)</u>	7,849	D	(2)	128,277	D		
Common Stock								2,203 (3)	I	401(K) Plan	

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

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

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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 Transaction 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 Option (Right to Buy)	\$ 6.0066	05/21/2007		M <u>(1)</u>	7,849	<u>(4)</u>	03/18/2014	Common Stock	7,849

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

KALMAN FRANCIS S

C/O MCDERMOTT INTERNATIONAL, INC.

EVP

777 N. ELDRIDGE PKWY.

HOUSTON, TX 77079

Signatures

Robert E.

Stumpf, Attorney-in-Fact 05/23/2007 **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 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 August 25, 2006.
- The stock was sold in multiple transactions at the following prices: 600 shares at \$72.92; 600 shares at \$73.01; 200 shares at \$73.03; 400 shares at \$73.06; 100 shares at \$73.07; 356 shares at \$73.20; 700 shares at \$73.22; 500 shares at \$73.23; 100 shares at \$73.24; 400 shares at \$73.25; 400 shares at \$73.26; 400 shares at \$73.27; 291 shares at \$73.28; 600 shares at \$73.29; 700 shares at \$73.31; 100 shares at \$73.32; 200 shares at \$73.33; 900 shares at \$73.34; 300 shares at \$73.35 and 2 shares at \$73.41.
- (3) Based upon units held in 401K Plan and the fair market value of MDR common stock as of May 11, 2007.

Reporting Owners 2

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(4) The option vested in three equal installments on March 18, 2005, 2006 and 2007.

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.