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MCDERMOTT INTERNATIONAL INC

Form 4 July 05, 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:

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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

may continue. See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * WILKINSON BRUCE W			2. Issuer Name and Ticker or Trading Symbol MCDERMOTT INTERNATIONAL INC [MDR]				ı.s	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
INTERNA	(M				Month/Day/Year)				_X_ Director 10% Owner Specify below) Other (specify below) Chairman and CEO		
				ed(Month/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 Person			
(City)	(State) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								y Owned		
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)		Date, if	3. Transactio Code (Instr. 8)		ed of	(D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock	07/02/2007			M(1)	70,000	A	\$ 6.0066	427,897	D		
Common Stock	07/02/2007			S <u>(1)</u>	70,000	D	(2) (3)	357,897	D		
Common Stock								5,101 <u>(4)</u>	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 SEC 1474 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 of TransactionDerivative 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	07/02/2007		M(1)	70,000	<u>(5)</u>	03/18/2014	Common Stock	70,000

Reporting Owners

Reporting Owner Name / Address	Kelationships					
	Director	10% Owner	Officer	Other		
LKINSON BRUCE W						

WILKINSON BRUCE W C/O MCDERMOTT INTERNATIONAL, INC. 777 N. ELDRIDGE PARKWAY HOUSTON, TX 77079

X Chairman and CEO

Signatures

Renee Hack, by power of attorney 07/05/2007

**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).
- (1) This sale and underlying exercise reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on March 6, 2007.

The stock was sold in multiple transactions at the following prices: 875 @ \$84.15; 325 @ \$84.16; 4,300 @ \$84.18; 100 @ \$84.22; 200 @ \$84.23; 400 @ \$84.25; 200 @ \$84.26; 200 @ \$84.30; 200 @ \$84.32; 400 @ \$84.33; 200 @ \$84.35; 400 @ \$84.39; 600 @ \$84.44; 200 @ \$84.47; 400 @ \$84.60; 400 @ \$84.62; 600 @ \$84.67; 200 @ \$84.68; 1,200 @ \$84.71; 200 @ \$84.73; 200 @ \$84.74;

(2) 200 @ \$84.75; 100 @ \$84.76; 600 @ \$84.77; 200 @ \$84.82; 300 @ \$84.85; 400 @ \$84.86; 1,000 @ \$84.87; 2,750 @ \$84.88; 1,000 @ \$84.89; 900 @ \$84.90; 800 @ \$84.91; 600 @ \$84.92; 1,400 @ \$84.93; 400 @ \$84.94; 600 @ \$84.95; 2,000 @ \$84.96; 1,600 @ \$84.97; 200 @ \$84.98; 2,800 @ \$84.99; 1,600 @ \$85.00; 300 @ \$85.01; 1,800 @ \$85.02; 1,500 @ \$85.03; 1,200 @ \$85.04; 600 @ \$85.05; 700 @ \$85.06; 600 @ \$85.07; 1,500 @ \$85.08; 1,500 @ \$85.09; 1,050 @ \$85.10; 500 @ \$85.11; 200 @ \$85.12; 600 @ \$85.13; 1,000 @ \$85.15; 900 @ \$85.16; 200 @ \$85.18; 200 @ \$85.19; 200 @ \$85.20; 100 @ \$85.21; 200 @ \$85.23; continued on footnote no. 3

Reporting Owners 2

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1,400 @ \$85.24; 200 @ \$85.25; 600 @ \$85.26; 200 @ \$85.27; 600 @ \$85.38; 200 @ \$85.39; 300 @ \$85.40; 100 @ \$85.41; 900 @ \$85.43; 400 @ \$85.44; 300 @ \$85.45; 200 @ \$85.46; 200 @ \$85.47; 800 @ \$85.49; 600 @ \$85.50; 200 @ \$85.51; 1,400 @ \$85.52; 400 & \$85.85; 200 @ \$85.

- (3) @ \$85.53; 200 @ \$85.54; 1,800 @ \$85.55; 1,900 @ \$85.56; 1,500 @ \$85.57; 2,000 @ \$85.59; 1,200 @ \$85.60; 800 @ \$85.61; 400 @ \$85.62; 200 @ \$85.64; 500 @ \$85.67; 500 @ \$85.69; 200 @ \$85.70; 200 @ \$85.71; 400 @ \$85.72; 600 @ \$85.73; 200 @ \$85.74; 800 @ \$85.76; 200 @ \$85.77; 300 @ \$85.81; 400 @ \$85.86; and 400 @ \$85.95.
- (4) Based upon units held in 401K Plan and the fair market value of Common Stock as of June 29, 2007.
- (5) 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.