

CHICAGO BRIDGE & IRON CO N V
 Form 4
 March 23, 2005

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
GOODRICH RICHARD E

2. Issuer Name and Ticker or Trading Symbol
CHICAGO BRIDGE & IRON CO N V [CBI]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
2103 RESEARCH FOREST DRIVE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/21/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Exec VP & CFO

THE WOODLANDS, TX 77380
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 ____ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	03/21/2005		S		3,243	D	\$ 45.3056
Common Stock	03/21/2005		M		3,175	A	\$ 14.8
Common Stock	03/21/2005		S		57	D	\$ 45.27
Common Stock	03/21/2005		S		2,550	D	\$ 45.26
Common Stock	03/21/2005		S		300	D	\$ 45.25

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Common Stock	03/21/2005	S	200	D	\$ 45.24	1,103	D
Common Stock	03/21/2005	S	50	D	\$ 45.23	1,053	D
Common Stock	03/21/2005	S	18	D	\$ 45.2	1,035	D
Common Stock	03/21/2005	M	13,686	A	\$ 14.8	14,721	D
Common Stock	03/21/2005	S	132	D	\$ 45.2	14,589	D
Common Stock	03/21/2005	S	50	D	\$ 45.18	14,539	D
Common Stock	03/21/2005	S	200	D	\$ 45.17	14,339	D
Common Stock	03/21/2005	S	50	D	\$ 45.16	14,289	D
Common Stock	03/21/2005	S	350	D	\$ 45.15	13,939	D
Common Stock	03/21/2005	S	150	D	\$ 45.14	13,789	D
Common Stock	03/21/2005	S	1,000	D	\$ 45.13	12,789	D
Common Stock	03/21/2005	S	354	D	\$ 45.12	12,435	D
Common Stock	03/21/2005	S	150	D	\$ 45.11	12,285	D
Common Stock	03/21/2005	S	400	D	\$ 45.1	11,885	D
Common Stock	03/21/2005	S	800	D	\$ 45.09	11,085	D
Common Stock	03/21/2005	S	150	D	\$ 45.08	10,935	D
Common Stock	03/21/2005	S	350	D	\$ 45.07	10,585	D
Common Stock	03/21/2005	S	600	D	\$ 45.06	9,985	D
Common Stock	03/21/2005	S	1,150	D	\$ 45.05	8,835	D
Common Stock	03/21/2005	S	650	D	\$ 45.04	8,185	D
	03/21/2005	S	800	D	\$ 45.03	7,385	D

Common
Stock

Common Stock	03/21/2005	S	100	D	\$ 45.02	7,285	D
Common Stock	03/21/2005	S	3,950	D	\$ 45.01	3,335	D
Common Stock	03/21/2005	S	2,300	D	\$ 45	1,035	D

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

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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. Transaction Code (Instr. 8)	5. Number of 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)	8. Price or Value 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)	\$ 13.55	03/21/2005		M	3,175	<u>(1)</u>	<u>(1)</u>	Common Stock	3,175
Stock Option (Right to Buy)	\$ 14.8	03/21/2005		M	13,686	<u>(2)</u>	<u>(2)</u>	Common Stock	13,686

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOODRICH RICHARD E 2103 RESEARCH FOREST DRIVE THE WOODLANDS, TX 77380			Exec VP & CFO	

Signatures

Richard E.
Goodrich

03/23/2005

__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) Options are exercisable 2/21/03, 2/21/04 and 2/21/05 and expire 2/21/2012.
 - (2) Options are exercisable 2/27/04 and 2/27/05 and expire 2/27/2013.

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