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MCDERMOTT INTERNATIONAL INC

Form 4 April 04, 2008

FORM 4

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

OMB Number:

3235-0287 January 31, 2005

if no longer subject to Section 16. Form 4 or

1. Name and Address of Reporting Person *

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

OMB APPROVAL

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 30(h) of the Investment Company Act of 1940

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to

Expires:

See Instruction 1(b).

(Print or Type Responses)

WILKINSO	1	Symbol MCDERMOTT INTERNATIONAL INC [MDR]				ONAL	Issuer (Check all applicable)			
(Last)	(First) ((Month/Day/Year)X_ 0					X_ Officer (give title Other (specify		
C/O MCDERMOTT INTERNATIONAL, INC., 777 N. ELDRIDGE PARKWAY			04/02/2008					below) below) Chairman and CEO		
	(Street) 4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person				
HOUSTON, TX 77079								Form filed by More than One Reporting Person		
(City)	(State)	tate) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	e 2A. Deeme Execution I any (Month/Day	Date, if	3. Transactio Code (Instr. 8)	Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. 7. Nature of Ownership Indirect Form: Direct Beneficial (D) or Ownership Indirect (I) (Instr. 4)	
				Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock	04/02/2008			F	29,962	D	\$ 57.89	685,832	D	
Common Stock	04/03/2008			M(1)	43,640	A	\$ 4.845	729,472	D	
Common Stock	04/03/2008			S(1)	43,640	D	(2) (3)	685,832	D	
Common Stock								10,297 (4)	I	401k Plan

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

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SEC 1474 (9-02)

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)	ransaction Date 3A. Deemed nth/Day/Year) 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)	\$ 4.845	04/03/2008		M <u>(1)</u>	43,640	<u>(5)</u>	03/06/2011	Common Stock	43,640	

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		

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

X

Chairman and CEO

Relationshins

Signatures

Renee Hack, by power of attorney 04/04/2008

**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) The 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 3, 2008.
- (2) The stock was sold in multiple transactions at the following prices: 200 @ \$56.81; 600 @ \$56.82; 200 @ \$56.86; 100 @ \$56.87; 500 @ \$56.89; 240 @ \$56.90; 200 @ \$56.91; 100 @ \$56.92; 200 @ \$57.01; 312 @ \$57.03; 200 @ \$57.06; 1,688 @ \$57.12; 200 @ \$57.15; 600 @ \$57.20; 400 @ \$57.23; 200 @ \$57.24; 200 @ \$57.27; 400 @ \$57.30; 1,000 @ \$57.33; 200 @ \$57.35; 1,500 @ \$57.36; 200 @ \$57.39; 200 @ \$57.40; 200 @ \$57.41; 200 @ \$57.42; 600 @ \$57.44; 400 @ \$57.45; 700 @ \$57.46; 1,400 @ \$57.49; 400 @ \$57.51; 100 @ \$57.52; 500 @ \$57.54; 100 @ \$57.56; 300 @ \$57.57; 1,000 @ \$57.59; 800 @ \$57.60; 200 @ \$57.61; 1,224 @ \$57.63; 876 @ \$57.64;

Reporting Owners 2

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600 @ \$57.67; 100 @ \$57.70; 1,500 @ \$57.73; 2,500 @ \$57.74; 478 @ \$57.75; 200 @ \$57.66; 322 @ \$57.80; 200 @ \$57.81; 100 @ \$57.82; 300 @ \$57.83; 200 @ \$57.84; 900 @ \$57.85; 200 @ \$57.86; 600 @ \$57.87; 300 @ \$57.88; 700 @ \$57.89; 300 @ \$57.89; 300 @ \$57.81; continued on footnote no. 3

- continued from footnote no. 2; 400 @ \$57.93; 200 @ \$57.96; 300 @ \$57.97; 200 @ \$57.98; 600 @ \$57.99; 200 @ \$58.00; 400 @ \$58.02; 400 @ \$58.04; 200 @ \$58.06; 600 @ \$58.08; 600 @ \$58.09; 800 @ \$58.10; 500 @ \$58.11; 300 @ \$58.12; 2,200 @ \$58.13; 600 @ \$58.14; 500 @ \$58.15; 500 @ \$58.16; 600 @ \$58.17; 500 @ \$58.19; 800 @ \$58.20; 500 @ \$58.22; 200 @ \$58.23; 400 @ \$58.24; 100 @ \$58.25; 2,000 @ \$58.26; 300 @ \$58.30; 400 @ \$58.32 and 200 @ \$58.35.
- (4) Based upon units held in 401k Plan and the fair market value of Common Stock as of April 1, 2008.
- (5) This option vested in three equal installments on March 6, 2002, 2003 and 2004.

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.