#### **NESSER JOHN T III**

Form 4 May 14, 2009

# 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:

January 31, 2005

0.5

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subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

if no longer

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

1(b).

(Print or Type Responses)

NESSER JOHN T III S.			2. Issuer Name <b>and</b> Ticker or Trading Symbol MCDERMOTT INTERNATIONAL INC [MDR]					5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)				
(Last)  C/O MCDE INTERNAT	· · ·	Middle) 77 N.	3. Date of (Month/D 05/12/2)					Director 10% Owner _X_ Officer (give title Other (specify below) EVP, COO - JRM				
ELDRIDGE	E PARKWAY											
			endment, Date Original onth/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) Table I - Non-Derivative Securities Ac							equired, Disposed of, or Beneficially Owned				
1.Title of Security (Instr. 3)	curity (Month/Day/Year) Execution Date, if			Code (Instr. 3, 4 and 5) (Instr. 8)				5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)			
				Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)				
Common Stock	05/12/2009			M	6,390	A	\$0	368,524	D			
Common Stock	05/12/2009			D	6,390	D	\$ 19.13	362,134	D			
Common Stock	05/14/2009			P	976	A	\$ 18.09	363,110	D			
Common Stock								14,888 (1)	I	401 K Plan		

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

3. Transaction Date 3A. Deemed

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

6. Date Exercisable and

5. Number

SEC 1474 (9-02)

7. Title and Amount of

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	(Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Transaction Derivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Expiration Date (Month/Day/Year)		Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Deferred Stock Units	<u>(2)</u>	05/12/2009		M	6,390	05/12/2009(3)	05/12/2010	Common Stock	6,390

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

NESSER JOHN T III C/O MCDERMOTT INTERNATIONAL, INC. 777 N. ELDRIDGE PARKWAY HOUSTON, TX 77079

EVP, COO - JRM

#### **Signatures**

1. Title of 2.

Liane K. Hinrichs, Attorney-in-Fact 05/14/2009

\*\*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) Based upon units held in 401K Plan and the fair market value of Common Stock as of May 12, 2009.
- (2) Each deferred Stock Unit represented a contingent right to receive a cash payment equal to the number of vested units multiplied by the average price of MDR common stock on the vesting date.
- (3) Vests in five equal annual installments, with the fourth installment vesting on this date.

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

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