NESSER JOHN T III

Check this box

if no longer

subject to

Section 16.

Form 4

August 04, 2010

FORM 4

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

SECURITIES

OMB Number:

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

 $14,507 \frac{(3)}{}$

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Form 4 or Form 5 obligations may continue.

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 See Instruction

1(b).

(Print or Type Responses)

(Print or Type)	Responses)										
1. Name and A NESSER JO	2. Issuer Name and Ticker or Trading Symbol MCDERMOTT INTERNATIONAL INC [MDR]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
(M				3. Date of Earliest Transaction (Month/Day/Year) 08/02/2010				Director 10% Owner Officer (give title Other (specify below) EVP, COO			
HOUSTON	(Street) 4. If Amendment, Date Original Filed(Month/Day/Year) STON, 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)	Tab	le I - Non-l	Derivative :	Securi	ities Acq	uired, Disposed o	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year) Execution Date any (Month/Day/Y			2 ded 3. 4. Securities Acquired Date, if Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5)				5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	nt of 6. 7. Nature of S Ownership Indirect Beneficial (D) or Ownership Indirect (I) (Instr. 4) on(s)		
Common Stock	08/02/2010			Code V A	Amount 69,478	(D)	Price \$ 0	468,728 <u>(1)</u>	D		
Common Stock	08/02/2010			M	33,222	A	<u>(2)</u>	501,950	D		
Common Stock	08/02/2010			M	9,121	A	<u>(2)</u>	511,071	D		
Common Stock	08/02/2010			F	15,433	D	\$ 12.54	495,638	D		

401 K Common Stock Plan

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. Transacti Code (Instr. 8)	5. Number of orDerivative 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)		
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units (4)	(2)	08/02/2010		M	33,222	<u>(5)</u>	<u>(5)</u>	Common Stock	33,222	
Restricted Stock Units (4)	<u>(2)</u>	08/02/2010		M	9,121	<u>(6)</u>	<u>(6)</u>	Common Stock	9,121	

Reporting Owners

Relationships Reporting Owner Name / Address

10% Owner Officer Other Director

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

EVP, COO

Signatures

Liane K. Hinrichs, by power of 08/04/2010 attorney

> **Signature of Reporting Person Date

Explanation of Responses:

If the form is filed by more than one reporting person, see Instruction 4(b)(v).

Reporting Owners 2

Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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- (1) Includes 5,885 additional restricted shares granted as a result of adjustments in connection with the July 30, 2010 spin-off of The Babcock & Wilcox Company.
- (2) Each Restricted Stock Unit represents a contingent right to receive one share of MDR common stock.
- (3) Based upon units held in 401K Plan and the fair market value of Common Stock as of August 2, 2010.
- (4) The Restricted Stock Units were substituted for an original grant of performance shares in connection with the July 30, 2010 spin-off of The Babcock & Wilcox Company.
- (5) 66% of these outstanding Restricted Stock Units vested on August 2, 2010 in connection with Mr. Nesser attaining retirement eligibility. The remainder of these Restricted Stock Units vest on March 3, 2011.
 - 33% of these outstanding Restricted Stock Units vested on August 2, 2010 in connection with Mr. Nesser attaining retirement eligibility.
- (6) 66% of the then outstanding Restricted Stock Units vest on March 5, 2011 and the remainder of these Restricted Stock Units vest on March 5, 2012.

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.