

CAMERON INTERNATIONAL CORP

Form 4

April 05, 2016

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
PROBERT TIMOTHY J

2. Issuer Name **and** Ticker or Trading
Symbol
**CAMERON INTERNATIONAL
CORP [CAM]**

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
**1333 WEST LOOP SOUTH, SUITE
1700**

3. Date of Earliest Transaction
(Month/Day/Year)
04/01/2016

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

(Street)
HOUSTON, TX 77027

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

(City) (State) (Zip)

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	04/01/2016		D		141 <u>(1)</u>	D	<u>(2)</u> 0
						I	by Managed Account

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

**Persons who respond to the collection of
information contained in this form are not
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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)**

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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 of Derivative Security (Instr. 3)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Deferred Stock Units	\$ 0 <u>(3)</u>	04/01/2016		D		4,682		<u>(3)</u>	<u>(3)</u>	Common Stock	4,682	<u>(3)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PROBERT TIMOTHY J 1333 WEST LOOP SOUTH SUITE 1700 HOUSTON, TX 77027	X			

Signatures

By: Grace B. Holmes For: Timothy J. Probert 04/05/2016

 **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).

On April 1, 2016, Schlumberger N.V. (Schlumberger Limited), a company organized under the laws of Curacao ("Schlumberger"), acquired the issuer pursuant to that certain merger agreement between issuer, Schlumberger Holdings Corporation, a Delaware corporation and an indirect wholly owned subsidiary of Schlumberger ("Schlumberger US"), Rain Merger Sub LLC, a Delaware limited liability company ("Rain Merger Sub").

- (1) liability company and a direct wholly owned subsidiary of Schlumberger US ("Merger Sub") and Schlumberger, the indirect parent of Schlumberger US, dated as of August 26, 2015 (the "Merger Agreement"). In accordance with the Merger Agreement, Merger Sub merged with and into the issuer (the "Merger"), with the issuer surviving the Merger as a wholly owned subsidiary of Schlumberger. The Merger is more fully described in the issuer's proxy statement/prospectus filed with the SEC on November 17, 2016.
- (2) At the effective time of the Merger, each outstanding share of the issuer's common stock was converted into the right to receive \$14.44 in cash, without interest, and 0.716 shares of Schlumberger common stock (the per-share merger consideration).
- (3) At the effective time of the Merger, Deferred Stock Units were converted into the right to receive \$14.44 in cash, without interest, and 0.716 shares of Schlumberger common stock (the per-share merger consideration).

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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