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CAMERON INTERNATIONAL CORP

Form 4

February 19, 2009

FORM 4

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

OMB Number:

3235-0287

Check this box if no longer

Expires:

January 31, 2005

0.5

subject to Section 16. Form 4 or

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

Estimated average burden hours per response...

OMB APPROVAL

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)

1. Name and Address of Reporting Person * **CARNE JOHN**

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

CAMERON INTERNATIONAL CORP [CAM]

(Check all applicable)

(Last) (First)

(Street)

3. Date of Earliest Transaction

Director X_ Officer (give title

(Middle)

(Month/Day/Year) 02/17/2009

Other (specify Sr. Vice President

4646 W SAM HOUSTON PARKWAY NORTH

4. If Amendment, Date Original

Applicable Line)

below)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

Person

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

HOUSTON, TX 77041

(City) (State) (Zip) 1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if

4. Securities 3. TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) 5. Amount of Securities Beneficially (D) or Owned Indirect (I) **Following** (Instr. 4)

6. Ownership 7. Nature of Form: Direct Indirect Beneficial Ownership (Instr. 4)

10% Owner

(A) or

Reported Transaction(s) (Instr. 3 and 4)

Code V Amount Price (D)

(Month/Day/Year)

8,504 A

\$0 67,946

02/17/2009 Stock

A

(1)

Common Stock

Common

(Instr. 3)

Ι 4,398 Managed Account

D

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

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SEC 1474 (9-02)

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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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	ate	Amoun	t of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8) Derivative		e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities Acquired			(Instr. 3	3 and 4)		Own
	Security										Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A manuat		
									Amount		
					Date	Date	Expiration	Or Title Nesselves			
						Exercisable Date	Date		Number		
				C + V	(A) (D)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

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

CARNE JOHN 4646 W SAM HOUSTON PARKWAY NORTH HOUSTON, TX 77041

Sr. Vice President

Signatures

By: Grace B. Holmes For: John D. 02/19/2009 Carne

> **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).

These shares are represented by restricted stock units and, upon vesting, each restricted stock unit is converted into one share of CAM common stock. On November 15, 2007, the reporting person was granted the opportunity to earn performance-based restricted stock units. The number of restricted stock units was not determinable until the satisfaction of certain performance criteria for the fiscal year

ending December 31, 2008, approval by the Board of Directors of the Company on February 17, 2009, and certification of the issuer's financial results. Pursuant to the terms of the Award Agreement, the grant date of the restricted stock units was January 1, 2008, and the RSUs fully vest on January 1, 2011.

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.

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