## Edgar Filing: CAMERON INTERNATIONAL CORP - Form 4

| CAMERON<br>Form 4<br>May 11, 201  | I INTERNATION   | JAL COR       | P   |  |                           |   |   |  |   |  |
|---|---|---------------|---|--|---------------------------|---|---|--|---|--|
| FORM  | ΠΔ  |               |   |  |                           |   |   |  | PPROVAL   |  |
| FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549  |   |               |   |  |                           |   |   | N OMB<br>Number:   | 3235-0287   |  |
| if no lon<br>subject t<br>Section<br>Form 4 o<br>Form 5<br>obligatio<br>may con | Check this box<br>if no longer<br>subject to<br>Section 16.<br>Form 4 or<br>Form 5<br>obligations<br>may continue.<br>See InstructionSTATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF<br>SECURITIESLanuary 3<br>20STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF<br>SECURITIESExpires:20Strated average<br>burden hours per<br>responseExpires:20Section 16.<br>Form 5<br>obligations<br>may continue.<br>See InstructionFiled pursuant to Section 16(a) of the Securities Exchange Act of 1934,<br>30(h) of the Investment Company Act of 1935 or SectionExpires:20Section 17(a) of the Public Utility Holding Company Act of 1935 or Section<br>30(h) of the Investment Company Act of 1940Section 17(a)Section 17(a) |               |   |  |                           |   |   |  |   |  |
| (Print or Type  | Responses)  |               |   |  |                           |   |   |  |   |  |
| SMOLIK BRENT J Sy<br>C.   |   |               |   | er Name and<br>RON INT<br>[CAM]                  |                           | -   | 5. Relationship of Reporting Person(s) to<br>Issuer<br>(Check all applicable)                         |  |   |  |
| (1  |   |               | 3. Date of Earliest Transaction<br>(Month/Day/Year)<br>05/09/2015 |  |                           |   | _X_Director10% Owner<br>Officer (give titleOther (specify<br>below)below)                             |  |   |  |
|   |   |               | endment, D<br>onth/Day/Yea  | -  | ıl                        | 6. Individual or Joint/Group Filing(Check<br>Applicable Line)<br>_X_ Form filed by One Reporting Person |   |  |   |  |
| HOUSTON   | I, TX 77002   |               |   |  |                           |   | Form filed by Person  | More than One R  | eporting  |  |
| (City)  | (State)   | (Zip)         | Tab   | ole I - Non-l                                    | Derivative                | Securities A  | cquired, Disposed o   | of, or Beneficia   | lly Owned   |  |
| 1.Title of<br>Security<br>(Instr. 3)  | 2. Transaction Date<br>(Month/Day/Year)   |               | Date, if  | 3.<br>Transactio<br>Code<br>(Instr. 8)<br>Code V | Disposed<br>(Instr. 3, 4  | (A) or<br>of (D)  | Securities<br>Beneficially<br>Owned   | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |  |
| Reminder: Rej   | port on a separate line   | e for each cl | ass of sec  | urities bene                                     | Perso<br>inform<br>requir | ns who res<br>nation cont<br>red to resp  | or indirectly.<br>spond to the colle<br>ained in this form<br>ond unless the for<br>ntly valid OMB co | i are not<br>rm  | SEC 1474<br>(9-02)  |  |

 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. Number       | 6. Date Exercisable and | 7. Title and Amount of | 8. Pric |
|-------------|-------------|---------------------|--------------------|------------|-----------------|-------------------------|------------------------|---------|
| Derivative  | Conversion  | (Month/Day/Year)    | Execution Date, if | Transactio | onof Derivative | Expiration Date         | Underlying Securities  | Deriva  |
| Security    | or Exercise |                     | any                | Code       | Securities      | (Month/Day/Year)        | (Instr. 3 and 4)       | Securi  |

number.

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| (Instr. 3)                 | Price of<br>Derivative<br>Security | Derivative            |        | Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) |                   |     |                    |                 |  | (Instr. |
|----------------------------|------------------------------------|-----------------------|--------|---|-------------------|-----|--------------------|-----------------|--|---------|
|                            |                                    |                       | Code V | (A)   | (D) Date<br>Exerc |     | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of<br>Shares |         |
| Deferred<br>Stock<br>Units | \$ 0                               | 05/09/2015 <u>(1)</u> | А      | 4,682   |                   | (1) | <u>(1)</u>         | Common<br>Stock | 4,682                                  | \$      |

## **Reporting Owners**

| Reporting Owner Name / Address                               |          |           |         |       |
|--|----------|-----------|---------|-------|
|  | Director | 10% Owner | Officer | Other |
| SMOLIK BRENT J<br>1001 LOUISIANA STREET<br>HOUSTON, TX 77002 | Х        |           |         |       |
| Signatures   |          |           |         |       |
| By: Grace B. Holmes For: Brea<br>Smolik                      | nt J.    | 05/1      | 1/2015  |       |
| **Signature of Reporting Person                              |          | Ι         |         |       |

## **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 May 9, 2015 each of the Company's non-employee directors received a grant of 4,682 deferred stock units (DSUs) under the Company's Equity Incentive Plan. Each DSU represents a right to receive one share of Cameron common stock at the end of the deferred

(1) period. The grant vests in four equal quarterly increments on August 9, 2015, November 9, 2015, February 9, 2016, and May 9, 2016. The deferral period runs through May 9, 2018 unless further deferred by the recipient, or upon termination of board service, whichever date is the first to occur.

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.