

CHICAGO BRIDGE & IRON CO N V
 Form 4
 March 27, 2014

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 RAY EDGAR C.

2. Issuer Name and Ticker or Trading Symbol
 CHICAGO BRIDGE & IRON CO N V [CBI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 2103 RESEARCH FOREST DRIVE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 03/26/2014

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 EXECUTIVE VICE PRESIDENT

THE WOODLANDS, TX 77380

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	(D)	Price
Common Stock	03/26/2014		S ⁽¹⁾		51,504	D	\$ 84.1025 (2)
Common Stock	03/26/2014		S ⁽¹⁾		8,957	D	\$ 85.3675 (3)
Common Stock	03/26/2014		M		600	A	\$ 22.91 36,374.6209
Common Stock	03/26/2014		M		600	A	\$ 24.15 36,974.6209
	03/26/2014		M		7,194	A	\$ 9.28 44,168.6209

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Common Stock							
Common Stock	03/26/2014		M	25,250	A	\$ 8.19	69,418.6209 D
Common Stock	03/26/2014		M	464	A	\$ 30.15	69,882.6209 D
Common Stock	03/26/2014		M	1,399	A	\$ 29.61	71,281.6209 D
Common Stock	03/26/2014		M	465	A	\$ 45.31	71,746.6209 D
Common Stock	03/26/2014		M	363	A	\$ 45.36	72,109.6209 D
Common Stock	03/26/2014		M	1,829	A	\$ 47	73,938.6209 D
Common Stock	03/26/2014		M	600	A	\$ 13.91	74,538.6209 D
Common Stock	03/26/2014		M	828	A	\$ 8.19	75,366.6209 D
Common Stock	03/26/2014		M	158	A	\$ 23.65	75,524.6209 D
Common Stock	03/26/2014		M	465	A	\$ 22.1	75,989.6209 D
Common Stock	03/26/2014		M	1,029	A	\$ 22.28	77,018.6209 D
Common Stock	03/26/2014		M	363	A	\$ 33.63	77,381.6209 D
Common Stock	03/26/2014		S ⁽¹⁾	41,607	D	\$ 84.4553 <u>(4)</u>	35,774.6209 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)

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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3, 4,
and 5)

				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 22.91	03/26/2014		M			600	07/01/2008	07/01/2015	Common Stock	600
Stock Option (right to buy)	\$ 24.15	03/26/2014		M			600	07/01/2009	07/01/2016	Common Stock	600
Stock Option (right to buy)	\$ 9.28	03/26/2014		M			7,194	12/05/2009	12/05/2018	Common Stock	3,597
Stock Option (right to buy)	\$ 8.19	03/26/2014		M			25,250	02/20/2010	02/20/2019	Common Stock	25,250
Stock Option (right to buy)	\$ 30.15	03/26/2014		M			464	02/21/2010	02/21/2017	Common Stock	464
Stock Option (right to buy)	\$ 29.61	03/26/2014		M			1,399	02/28/2010	02/28/2017	Common Stock	1,399
Stock Option (right to buy)	\$ 45.31	03/26/2014		M			465	02/21/2011	02/21/2018	Common Stock	465
Stock Option (right to buy)	\$ 45.36	03/26/2014		M			363	02/22/2011	02/22/2018	Common Stock	363
Stock Option (right to buy)	\$ 47	03/26/2014		M			1,829	02/27/2011	07/27/2018	Common Stock	1,829
Stock Option (right to buy)	\$ 13.91	03/26/2014		M			600	07/01/2011	07/01/2014	Common Stock	600

Stock Option (right to buy)	\$ 8.19	03/26/2014	M	465	02/21/2012	02/21/2019	Common Stock	465
Stock Option (right to buy)	\$ 8.19	03/26/2014	M	363	02/22/2012	02/22/2019	Common Stock	363
Stock Option (right to buy)	\$ 23.655	03/26/2014	M	158	03/09/2012	03/09/2015	Common Stock	158
Stock Option (right to buy)	\$ 22.1	03/26/2014	M	465	02/21/2013	02/21/2020	Common Stock	465
Stock Option (right to buy)	\$ 22.28	03/26/2014	M	1,029	02/22/2013	02/22/2021	Common Stock	1,029
Stock Option (right to buy)	\$ 33.63	03/26/2014	M	363	02/22/2014	02/22/2011	Common Stock	363

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RAY EDGAR C. 2103 RESEARCH FOREST DRIVE THE WOODLANDS, TX 77380			EXECUTIVE VICE PRESIDENT	

Signatures

Cindy A. McMinn as attorney
in fact

03/27/2014

**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) The sales represented in this Form 4 were effected pursuant to a Rule 10b5-1 sales plan adopted by the reporting person on March 17, 2014.
- This transaction was executed in multiple trades at prices ranging from \$84.11 to \$85.102498. The price reported above reflects the
- (2) weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

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(3) This transaction was executed in multiple trades at prices ranging from \$85.12 to \$85.82. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

(4) This transaction was executed in multiple trades at prices ranging from \$84.13 to \$84.99. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

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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