MCDERMOTT INTERNATIONAL INC
Form 4
May 10, 2006

FORM 4

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

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

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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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
FEES JOHN A

(Last) (First) (Middle)

C/O MCDERMOTT INTERNATIONAL, INC., 777 N. ELDRIDGE PARKWAY

(Street)

HOUSTON, TX 70112

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
MCDERMOTT INTERNATIONAL INC [MDR]

3. Date of Earliest Transaction (Month/Day/Year)
05/08/2006

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Pres&COO-BWX Technologies

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

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	05/08/2006		M		15,533	A	$ 3.15	51,564.627	D	
Common Stock	05/08/2006		S		15,533	D	(1)	36,031.627	D	
Common Stock								5,391 (2)	I	401(K) Plan

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

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 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 D S (I
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (Right to Buy)	$ 3.15	05/08/2006		M			15,533	(3)	04/02/2013	Common Stock	15,533	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FEES JOHN A C/O MCDERMOTT INTERNATIONAL, INC. 777 N. ELDRIDGE PARKWAY HOUSTON, TX 70112			Pres&COO-BWX Technologies	

Signatures

Liane K. Hinrichs, Attorney-in-fact	05/10/2006
**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 stock was sold in multiple transactions at the following prices: 100 @ $69.4496; 200 @ $69.46; 200 @ $69.47; 400 @ $69.54; 400 @ $69.67; 400 @ $69.6726; 400 @ $69.75; 100 @ $69.756; 500 @ $69.76; 400 @ $69.77; 100 @ $69.776; 400 @ $69.80; 100 @ $69.81; 300 @ $69.816; 100 @ $69.83; 400 @ $69.85; 200 @ $69.8542; 200 @ $69.8584; 600 @ $69.87; 200 @ $69.8742; 500 @ $69.88; 200 @ $69.89; 300 @ $69.8924; 633 @ $69.90; 600 @ $69.91; 100 @ $69.9136; 400 @ $69.93; 500 @ $69.9308; 200 @ $69.9398; 200 @ $69.94; 600 @ $69.95; 900 @ $69.96; 400 @ $69.9648; 500 @ $69.9732; 500 @ $69.99; 600 @ $70.01; 500 @ $70.0148; 400 @ $70.0156; 200 @ $70.05; 200 @ $70.0612; 500 @ $70.088; 400 @ $70.11; and 500 @ $70.1696.

(2) Based upon units held in 401K Plan and the fair market value of Common Stock as of 5/5/06.

(3) The option provided for vesting in three equal installments, on April 2, 2004, 2005 and 2006.

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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