

MCDERMOTT INTERNATIONAL INC

Form 4

August 29, 2007

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 *
DEASON ROBERT A

(Last) (First) (Middle)

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

(Street)

HOUSTON, TX 77079

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol

MCDERMOTT INTERNATIONAL
INC [MDR]

3. Date of Earliest Transaction
(Month/Day/Year)
08/27/2007

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)
CEO - J. Ray McDermott, SA

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	08/27/2007		S		37,500	D	101,464

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
required to respond unless the form
displays a currently valid OMB control
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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. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
							Amount or Number of Shares		
							Title		
							Date Exercisable	Expiration Date	
							Code	V	(A) (D)

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
DEASON ROBERT A C/O MCDERMOTT INTERNATIONAL, INC. 777 N. ELDRIDGE PARKWAY HOUSTON, TX 77079	CEO - J. Ray McDermott, SA

Signatures

Liane K. Hinrichs, by power of attorney	08/29/2007
**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: 3600 shares @ \$88.00; 200 shares @ \$88.03; 700 shares @ \$88.04; 1700 shares @ \$83.05; 2300 shares @ \$83.06; 509 shares @ \$83.07; 100 shares @ \$88.08; 1200 shares @ \$88.09; 3025 shares @ \$88.13; 100 shares @ \$88.14; 300 shares @ \$88.15; 5200 shares @ \$88.16; 500 shares @ \$88.17; 8 shares @ \$88.18; 100 shares @ \$88.19; 200 shares @ \$88.20; 1900 shares @ \$88.21; 1400 shares @ \$ 88.22; 600 @ \$88.23; 2200 shares @ \$88.24; 2800 shares @ \$88.25; 1400 shares @ \$88.27; 2100 shares @ \$88.28; 100 shares @ \$88.29; 200 shares @ \$88.32; 500 shares @ \$88.33; 100 shares @ \$88.34; 500 shares @ \$88.37; 1000 shares @ \$88.38; 500 shares @ \$88.39; 1200 shares @ \$88.40; 100 shares @ \$88.44; 100 shares @ \$88.45; 100 shares @ \$88.47; 100 shares @ \$88.54; 200 shares @ \$88.57; 300 shares @ \$88.58; 58 shares @ \$88.59; 200 shares @ \$88.60 and 100 shares @ \$88.71.

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.