

MCDERMOTT INTERNATIONAL INC

Form 4

September 06, 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 *
WILKINSON BRUCE W

(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)
09/04/2007

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
Chairman and CEO

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ 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)
Common Stock	09/04/2007		M ⁽¹⁾	70,000	A \$ 9.6666	427,897	D
Common Stock	09/04/2007		S ⁽¹⁾	70,000	D ⁽²⁾ ⁽³⁾ ⁽⁴⁾	357,897	D
Common Stock						5,100 ⁽⁵⁾	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. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 9.6666	09/04/2007		M ⁽¹⁾	70,000	⁽⁶⁾ 03/06/2012	Common Stock	70,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WILKINSON BRUCE W C/O MCDERMOTT INTERNATIONAL, INC. 777 N. ELDRIDGE PARKWAY HOUSTON, TX 77079	X		Chairman and CEO	

Signatures

Liane K. Hinrichs, by power of attorney 09/06/2007

**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) This sale and underlying exercise reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on March 6, 2007.

- (2) The stock was sold in multiple transactions at the following prices: 500 @ \$94.59; 200 @ \$94.62; 200 @ \$94.70; 100 @ \$94.71; 200 @ \$94.73; 900 @ \$94.75; 400 @ \$94.79; 900 @ \$94.80; 300 @ \$94.81; 600 @ \$94.83; 300 @ \$94.84; 900 @ \$94.85; 1100 @ \$94.87; 1100 @ \$94.88; 1100 @ \$94.89; 700 @ \$94.90; 606 @ \$94.91; 900 @ \$94.92; 1100 @ \$94.93; 100 @ \$94.94; 100 @ \$94.95; 800 @ \$94.96; 700 @ \$94.97; 400 @ \$94.98; 600 @ \$95.02; 100 @ \$95.03; 400 @ \$95.05; 500 @ \$95.06; 100 @ \$95.08; 200 @ \$95.15; 200 @ \$95.16; 600 @ \$95.31; 700 @ \$95.32; 100 @ \$95.34; 200 @ \$95.40; 500 @ \$95.41; 100 @ \$95.42; 100 @ \$95.43; 300 @ \$95.46; 244 @ \$95.48; 350 @ \$95.49; 300 @ \$95.50; 200 @ \$95.51; 400 @ \$95.52; 200 @ \$95.53; 800 @ \$95.56; 2900 @ \$95.58; 500 @ \$95.59; 600 @ \$95.60; 500 @ \$95.61; 800 @ \$95.63; 700 @ \$95.64; 300 @ \$95.66; 700 @ \$95.68; 100 @ \$95.69; 100 @ \$95.70; 200 @ \$95.71; 1100 @ \$95.72; 296 @ \$95.73; 1300 @ \$95.74; 500 @ \$95.75; continued on footnote no. 3

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- continued from footnote no. 2; 900 @ \$95.76; 1000 @ \$95.77; 1100 @ \$95.78; 1100 @ \$95.79; 700 @ \$95.80; 500 @ \$95.81; 500 @ \$95.82; 1100 @ \$95.83; 1100 @ \$95.84; 1004 @ \$95.85; 800 @ \$95.86; 400 @ \$95.87; 300 @ \$95.88; 1500 @ \$95.89; 1000 @ \$95.90; 500 @ \$95.91; 700 @ \$95.92; 600 @ \$95.93; 600 @ \$95.94; 400 @ \$95.95; 200 @ \$95.96; 200 @ \$95.97; 5500 @ \$95.99; 300 @ \$96.08; 200 @ \$96.09; 600 @ \$96.10; 200 @ \$96.11; 500 @ \$96.12; 300 @ \$96.14; 500 @ \$96.15; 500 @ \$96.16; 100 @ \$96.17; 100 @ \$96.19; 100 @ \$96.20; 100 @ \$96.24; 100 @ \$96.27; 300 @ \$96.28; 400 @ \$96.30; 200 @ \$96.34; 300 @ \$96.37; 200 @ \$97.38; 200 @ \$96.40; 300 @ \$96.41; 200 @ \$96.42; 600 @ \$96.43; 200 @ \$96.44; 100 @ \$96.45; 100 @ \$96.47; 200 @ \$96.48; 200 @ \$96.49; 400 @ \$96.51; 200 @ \$96.53; 300 @ \$96.54; 200 @ \$96.55; 100 @ \$96.59; 200 @ \$96.60; 100 @ \$96.63; 100 @ \$96.67; 600 @ \$96.68; 600 @ \$96.69; 300 @ \$96.70; 200 @ \$96.71; 600 @ \$96.73; 400 @ \$96.74; 500 @ \$96.75; 300 @ \$96.76; continued on footnote no. 4
- (3) continued from footnote no. 3; 1003 @ \$96.77; 97 @ \$96.78; 300 @ \$96.79; 100 @ \$96.80; 400 @ \$96.87; 100 @ \$96.88; 100 @ \$96.90; 300 @ \$96.92; 300 @ \$96.93; 100 @ \$96.94; 100 @ \$96.95; 300 @ \$96.97; 200 @ \$96.98; 600 @ \$96.99 and 100 @ \$97.00.
- (5) Based upon units held in 401K Plan and the fair market value of Common Stock as of September 4, 2007.
- (6) This option vested in three equal installments on March 6, 2003, 2004 and 2005.

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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