MCDERMOTT INTERNATIONAL INC
Form 4
March 12, 2008

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

OMB Number:	3235-0287
Expires:	January 31, 2005
Estimated average burden hours per response...	0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
SANNINO LOUIS J

(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)
03/10/2008

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)
EVP, Human Resources

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	03/10/2008		S		60,000	D	(1)	148,772 (2)	D	
Common Stock								16,762 (3)	I	401 (K) Shares

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) (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 Owne Follo Repo Trans (Instr
								Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
				Code	V	(A)	(D)						

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SANNINO LOUIS J C/O MCDERMOTT INTERNATIONAL, INC. 777 N. ELDRIDGE PARKWAY HOUSTON, TX 77079			EVP, Human Resources	

Signatures

Liane K. Hinrichs, by Power of Attorney	03/12/2008
**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: 600 @ 49.15; 300 @ 49.17; 700 @ 49.18; 1400 @ 49.23; 700 @ 49.25; 900 @ 49.26; 900 @ 49.27; 200 @ 49.28; 1700 @ 49.29; 2225 @ 49.30; 575 @ 49.31; 2400 @ 49.32; 2000 @ 49.33; 900 @ 49.34; 1100 @ 49.35; 200 @ 49.36; 800 @ 49.37; 1800 @ 49.38; 800 @ 49.40; 400 @ 49.41; 2100 @ 49.45; 100 @ 49.46; 300 @ 49.48; 1900 @ 49.49; 1800 @ 49.50; 700 @ 49.51; 1200 @ 49.52; 1145 @ 49.53; 400 @ 49.54; 1300 @ 49.55; 600 @ 49.555; 1400 @ 49.56; 2200 @ 49.57; 2300 @ 49.58; 2700 @ 49.59; 1900 @ 49.60; 1099 @ 49.61; 355 @ 49.62; 600 @ 49.63; 1201 @ 49.64; 1200 @ 49.66; 400 @ 49.71; 100 @ 49.72; 400 @ 49.74; 700 @ 49.75; 900 @ 49.80; 100 @ 49.81; 700 @ 49.82; 700 @ 49.83; 400 @ 49.86; 100 @ 49.87; 100 @ 49.88; 400 @ 49.89; 600 @ 49.91; 300 @ 49.93; 900 @ 49.94; 300 @ 49.96; 500 @ 49.98; 1800 @ 50.00; 2300 @ 50.01; 300 @ 50.02; 100 @ 50.04; 200 @ 50.07; 300 @ 50.13 and 300 @ 50.17.
(2)	The reporting person's ownership of common stock has been adjusted to reflect the 2-for-1 stock split that occurred on September 10, 2007.
(3)	Based upon units held in 401K Plan and the fair market value of MDR common stock as of March 10, 2008.

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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