MCWILLIAMS D BRADLEY
Form 4
January 31, 2011

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 *
MCWILLIAMS D BRADLEY

(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)
08/02/2010

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

__X__ Director _____ 10% Owner
_____ Officer (give title below) _____ Other (specify below)

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			

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 D S (
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Options (right to buy)	$ 0.73	08/02/2010		J[1]	V	676		[2]	08/15/2013	Common Stock	676	
Stock Options (right to buy)	$ 1.5	08/02/2010		J[3]	V	2,700		[2]	05/05/2014	Common Stock	2,700	
Stock Options (right to buy)	$ 1.29	08/02/2010		J[4]	V	15,000		[2]	05/13/2014	Common Stock	15,000	
Stock Options (right to buy)	$ 3.43	08/02/2010		J[5]	V	900		[2]	05/04/2015	Common Stock	900	
Stock Options (right to buy)	$ 3.47	08/02/2010		J[6]	V	15,000		[2]	05/12/2015	Common Stock	15,000	
Stock Options (right to buy)	$ 10.79	08/02/2010		J[7]	V	2,700		[2]	05/03/2016	Common Stock	2,700	
Stock Options (right to buy)	$ 14.89	08/02/2010		J[8]	V	900		[2]	05/04/2017	Common Stock	900	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCWILLIAMS D BRADLEY C/O MCDERMOTT INTERNATIONAL, INC.	X			

777 N. ELDRIDGE PARKWAY
HOUSTON, TX 77079

Signatures

Liane K. Hinrichs, by power of attorney	01/31/2011
**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) These options were originally reported as covering 225 shares at an exercise price of $4.225 per share, which were then adjusted in connection with the Issuer's 3-for-2 stock split on May 31, 2006 to cover 338 shares at an exercise price of $2.8166 per share, which were then adjusted in connection with the Issuer's 2-for-1 stock split on September 10, 2007 to cover 676 shares at an exercise price of $1.4083 per share, and these options were then adjusted in connection with the July 30, 2010 spin-off of The Babcock & Wilcox Company (the "Spin-off").

(2) 100% of the options are vested.

(3) These options were originally reported as covering 900 shares at an exercise price of $8.735 per share, which were then adjusted in connection with the Issuer's 3-for-2 stock split on May 31, 2006 to cover 1,350 shares at an exercise price of $5.8233 per share, which were then adjusted in connection with the Issuer's 2-for-1 stock split on September 10, 2007 to cover 2,700 shares at an exercise price of $2.9117 per share, and these options were then adjusted in connection with the Spin-off.

(4) These options were originally reported as covering 5,000 shares at an exercise price of $7.525 per share, which were then adjusted in connection with the Issuer's 3-for-2 stock split on May 31, 2006 to cover 7,500 shares at an exercise price of $5.0166 per share, which were then adjusted in connection with the Issuer's 2-for-1 stock split on September 10, 2007 to cover 15,000 shares at an exercise price of $2.5083 per share, and these options were then adjusted in connection with the Spin-off.

(5) These options were originally reported as covering 300 shares at an exercise price of $19.935 per share, which were then adjusted in connection with the Issuer's 3-for-2 stock split on May 31, 2006 to cover 450 shares at an exercise price of $13.29 per share, which were then adjusted in connection with the Issuer's 2-for-1 stock split on September 10, 2007 to cover 900 shares at an exercise price of $6.645 per share, and these options were then adjusted in connection with the Spin-off.

(6) These options were originally reported as covering 5,000 shares at an exercise price of $20.18 per share, which were then adjusted in connection with the Issuer's 3-for-2 stock split on May 31, 2006 to cover 7,500 shares at an exercise price of $13.4533 per share, which were then adjusted in connection with the Issuer's 2-for-1 stock split on September 10, 2007 to cover 15,000 shares at an exercise price of $6.7267 per share, and these options were then adjusted in connection with the Spin-off.

(7) These options were originally reported as covering 900 shares at an exercise price of $62.75 per share, which were then adjusted in connection with the Issuer's 3-for-2 stock split on May 31, 2006 to cover 1,350 shares at an exercise price of $41.8333 per share, which were then adjusted in connection with the Issuer's 2-for-1 stock split on September 10, 2007 to cover 2,700 shares at an exercise price of $20.9167 per share, and these options were then adjusted in connection with the Spin-off.

(8) These options were originally reported as covering 450 shares at an exercise price of $57.735 per share, which were then adjusted in connection with the Issuer's 2-for-1 stock split on September 10, 2007 to cover 900 shares at an exercise price of $28.8675 per share, and these options were then adjusted in connection with the Spin-off.

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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