

MCDERMOTT INTERNATIONAL INC
 Form 3
 September 25, 2015

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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

(Print or Type Responses)

1. Name and Address of Reporting Person *

McLaughlin Brian
 (Last) (First) (Middle)

C/O MCDERMOTT INTERNATIONAL, INC., 757 N. ELDRIDGE PARKWAY
 (Street)

HOUSTON, TX 77079
 (City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)
 09/16/2015

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

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer Other
 (give title below) (specify below)
 Senior VP, Commercial

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

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 Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	12,181	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Stock Options (right to buy)	Â (1)	03/05/2019	Common Stock	3,237	\$ 14.44	D	Â
Stock Options (right to buy)	Â (2)	03/05/2020	Common Stock	7,008	\$ 10.5	D	Â
Restricted Stock Units	Â (3)	Â (3)	Common Stock	2,428	\$ (4)	D	Â
Restricted Stock Units	Â (5)	Â (5)	Common Stock	17,006	\$ (6)	D	Â
Restricted Stock Units	Â (7)	Â (7)	Common Stock	41,541	\$ (6)	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McLaughlin Brian C/O MCDERMOTT INTERNATIONAL, INC. 757 N. ELDRIDGE PARKWAY HOUSTON, TX 77079	Â	Â	Â Senior VP, Commercial	Â

Signatures

Liane K. Hinrichs,
Attorney-in-fact

09/25/2015

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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 options became exercisable in three equal annual installments beginning March 5, 2013. 100% of the options are vested and exercisable.
- (2) The options become exercisable in three equal annual installments. The first two installments became exercisable on March 5, 2014 and March 5, 2015, and the last installment becomes exercisable on March 5, 2016.
- (3) The restricted stock units vest in four equal annual installments. The first two installments vested on March 5, 2014 and March 5, 2015, and the last two installments vest on March 5, 2016 and March 5, 2017.
- (4) Each restricted stock unit represents a contingent right to receive one share of MDR common stock.
- (5) The restricted stock units vest in three equal annual installments. The first installment vested on March 6, 2015 and the last two installments vest on March 6, 2016 and March 6, 2017.
- (6) Each restricted stock unit represents a contingent right to receive the value of one share of MDR common stock, with such restricted stock units to be paid, in the sole discretion of the Compensation Committee: (i) in shares of MDR common stock, (ii) cash equal to the fair market value of the shares of MDR common stock otherwise deliverable, or (iii) any combination thereof.
- (7) The restricted stock units vest in three equal annual installments beginning March 6, 2016.

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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