Freeman John M Form 4 March 01, 2019

FORM 4

Form 4 or

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

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b).

(Print or Type Responses)

(Last)

(City)

Security

(Instr. 3)

1. Name and Address of Reporting Person * Freeman John M

2. Issuer Name and Ticker or Trading Symbol

MCDERMOTT INTERNATIONAL INC [MDR]

(Middle) 3. Date of Earliest Transaction

> (Month/Day/Year) 02/27/2019

C/O MCDERMOTT INTERNATIONAL, INC., 757 N. **ELDRIDGE PARKWAY**

(First)

(Street)

(State)

4. If Amendment, Date Original

Filed(Month/Day/Year)

X Form filed by One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Issuer

below)

Director

Applicable Line)

X_ Officer (give title

HOUSTON, TX 77079

1.Title of 2. Transaction Date 2A. Deemed

(Month/Day/Year)

(Zip)

Execution Date, if (Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

Securities Beneficially Owned Following Reported

5. Amount of

Form: Direct (D) or Indirect Beneficial (Instr. 4)

6. Ownership

Indirect Ownership (Instr. 4)

7. Nature of

OMB APPROVAL

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January 31,

2005

0.5

OMB

Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

(Check all applicable)

EVP, Chief Legal Officer

6. Individual or Joint/Group Filing(Check

Form filed by More than One Reporting

10% Owner

Other (specify

Estimated average

burden hours per

(A) Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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. Transact Code (Instr. 8) | 5. Number of iorDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Expiration D (Month/Day | ate | 7. Title and Underlying (Instr. 3 and | Securities |
|---|---|---|---|--------------------------------------|--|----------------------------|--------------------|---------------------------------------|-------------------------------------|
| | | | | Code V | (A) (D |) Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Restricted Stock Units | (1) | 02/27/2019 | | A | 67,719 | (2) | (2) | Common Stock | 67,719 |

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Freeman John M C/O MCDERMOTT INTERNATIONAL, INC. 757 N. ELDRIDGE PARKWAY HOUSTON, TX 77079

EVP, Chief Legal Officer

De Se (In

Signatures

/s/ Kimberly J. Wolford, by Power of Attorney

03/01/2019

**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).
- Each restricted stock unit represents a contingent right to receive the value of one share of MDR common stock, with such restricted stock (1) 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.
- (2) The restricted stock units vest in three equal annual installments beginning February 27, 2020.

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.

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