

WILKINSON BRUCE W  
Form 4  
February 05, 2008

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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**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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
WILKINSON BRUCE W

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

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chairman and CEO

(Last) (First) (Middle)  
C/O MCDERMOTT INTERNATIONAL, INC., 777 N. ELDRIDGE PARKWAY  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
02/01/2008

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

4. 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 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	02/01/2008		M <sup>(1)</sup>	V Amount (A) or (D) Price \$ 4,845	140,000 A 855,794	D	
Common Stock	02/01/2008		S <sup>(1)</sup>	V Amount (2) (3) (4)	140,000 D 715,794	D	
Common Stock					10,224 <sup>(5)</sup>	I	401k Plan

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

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SEC 1474 (9-02)



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800 @ \$47.66; 400 @ \$47.67; 900 @ \$47.68; 1,900 @ \$47.69; 900 @ \$47.70; 300 @ \$47.71; 200 @ \$47.74; 100 @ \$47.76; 100 @ \$47.77; 2,100 @ \$47.78; 1,400 @ \$47.79; 300 @ \$47.80; 100 @ \$47.82; 400 @ \$47.83; 2,100 @ \$47.87; 500 @ \$47.88; 600 @ \$47.90; continued on footnote no. 4

continued from footnote no. 3; 1,700 @ \$47.91; 400 @ \$47.92; 3,300 @ \$47.93; 400 @ \$47.94; 400 @ \$47.96; 400 @ \$47.97; 400 @ \$47.98; 2,300 @ \$47.99; 800 @ \$48; 300 @ \$48.01; 400 @ \$48.02; 600 @ \$48.04; 600 @ \$48.05; 400 @ \$48.06; 400 @ \$48.07; 500 @ \$48.08; 700 @ \$48.10; 400 @ \$48.11; 1,000 @ \$48.12; 1,300 @ \$48.13; 500 @ \$48.14; 1,000 @ \$48.15; 453 @ \$48.16; 500 @ \$48.17; (4) 400 @ \$48.18; 1,500 @ \$48.19; 500 @ \$48.20; 500 @ \$48.21; 500 @ \$48.22; 300 @ \$48.24; 147 @ \$48.25; 200 @ \$48.26; 2,100 @ \$48.28; 1,100 @ \$48.29; 300 @ \$48.30; 1,100 @ \$48.31; 1,300 @ \$48.33; 1,100 @ \$48.36; 1,000 @ \$48.37; 100 @ \$48.41; 200 @ \$48.42; 1,100 @ \$48.46; 1,600 @ \$48.47; 200 @ \$48.49; 2,400 @ \$48.53; 1,200 @ \$48.63; 200 @ \$48.64; 100 @ \$48.67; 200 @ \$48.69; 900 @ \$48.71 and 600 @ \$48.86.

(5) Based upon units held in 401k Plan and the fair market value of Common Stock as of February 1, 2008.

(6) This option vested in three equal installments on March 6, 2002, 2003 and 2004.

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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