

MCDERMOTT INTERNATIONAL INC
 Form 4
 August 05, 2008

FORM 4

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

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).

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)

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

3. Date of Earliest Transaction (Month/Day/Year)
08/01/2008

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman and CEO

(Street)
HOUSTON, TX 77079

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

(City) (State) (Zip)

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 Ownership (Instr. 4)
				(A) or (D)	Price		
			Code	V	Amount		
Common Stock	08/01/2008		M ⁽¹⁾		43,640	A	\$ 6.7267
Common Stock	08/01/2008		S ⁽¹⁾		43,640	D	(2) (3) 685,832
Common Stock							10,295 (4) 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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- continued from footnote 2: 1,000 @ \$47.91; 200 @ \$47.915; 1,000 @ \$47.92; 600 @ \$47.93; 1,600 @ \$47.94; 1,600 @ \$47.95; 1,100 @ \$47.96; 700 @ \$47.97; 1,200 @ \$47.98; 1,900 @ \$47.99; 900 @ \$48.00; 200 @ \$48.01; 1,600 @ \$48.02; 900 @ \$48.03; 200 @ \$48.035; 700 @ \$48.04; 100 @ \$48.05; 400 @ \$48.06; 100 @ \$48.065; 500 @ \$48.08; 100 @ \$48.09; 400 @ \$48.10; 200 @ \$48.11; 100 @ \$48.13; 444 @ \$48.14; 100 @ \$48.15; 200 @ \$48.155; 400 @ \$48.19; 400 @ \$48.20; 369 @ \$48.22; 200 @ \$48.23; 156 @ \$48.24; 100 @ \$48.26; 100 @ \$48.30; 31 @ \$48.31; 200 @ \$48.35; 400 @ \$48.37; 100 @ \$48.39; 400 @ \$48.45; 100 @ \$48.46; 200 @ \$48.47; 100 @ \$48.48; 100 @ \$48.50; 100 @ \$48.52 and 200 @ \$48.55.
- (3)
- (4) Based upon the units held in 401k Plan and the fair market value of Common Stock as of August 1, 2008.
- (5) This option vested in three equal installments on May 12, 2006, 2007 and 2008

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.