EASTER JAMES R Form 4 May 16, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

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

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * EASTER JAMES R

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

MCDERMOTT INTERNATIONAL INC [MDR]

(Check all applicable)

VP, Finance and Treasurer

(Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) 05/12/2005

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

C/O MCDERMOTT INTERNATIONAL, INC., 1450

(Street)

POYDRAS STREET

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

NEW ORLEANS, LA 70112

(City) (State) (Zip)

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

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

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

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (Instr. 4) (Instr. 4)

Reported (A)

Transaction(s)

Code V Amount (D) Price

(Instr. 3 and 4)

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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D Se	Title of erivative ecurity nstr. 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. Transactic Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisab Date (Month/Day/Year	-	7. Title and A Underlying S (Instr. 3 and	Securitie
					Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Shares
(I	tock Options Right to uy)	\$ 20	05/12/2005		A	8,000	05/12/2006(1)	05/12/2015	Common Stock	8,00
S	eferred tock Inits	(2)	05/12/2005		A	3,590	05/12/2006(3)	05/12/2010(3)	Common Stock	3,59

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
EASTER JAMES R						
C/O MCDERMOTT INTERNATIONAL, INC.			VP, Finance			
1450 POYDRAS STREET			and Treasurer			
NEW ORLEANS, LA 70112						

Signatures

Liane K. Hinrichs, Attorney-in-Fact 05/16/2005

**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) Becomes exercisable in three equal annual installments, with the first installment vesting on this date.
- (2) 1-for-1
- (3) Vests in five equal annual installments, with the first installment vesting on this date. Vested units will be paid in cash in an amount equal to the number of vested units multipled by the average stock price on the vesting date.

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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