NESSER JOHN T III

Form 4

Common

Common

Common

Stock

Stock

Stock

11/15/2005

11/15/2005

November 17, 2005

OMB APPROVAL UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 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) 1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading **NESSER JOHN T III** Issuer Symbol MCDERMOTT INTERNATIONAL (Check all applicable) INC [MDR] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner Other (specify X_ Officer (give title (Month/Day/Year) below) C/O MCDERMOTT 11/15/2005 EVP, Gen Counsel & Corp Sec. INTERNATIONAL, INC., 1450 POYDRAS STREET (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _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 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired (A) 5. Amount of 7. Nature of Indirect Security (Month/Day/Year) Execution Date, if Transactionr Disposed of (D) Securities Ownership (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial

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

(Month/Day/Year)

(Instr. 8)

Code V

M

S

Persons who respond to the collection of information contained in this form are not (9-02)

Owned

Following

Reported

146,349

126,349

4,379 (2)

Transaction(s)

(Instr. 3 and 4)

(A)

or

(D)

Amount

20,000

20,000 D

Price

14.535

(1)

Direct (D)

or Indirect

(Instr. 4)

D

D

I

Ownership

(Instr. 4)

401(K)

Plan

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

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. Transactio Code (Instr. 8)			6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 14.535	11/15/2005		M		20,000	<u>(3)</u>	03/06/2011	Common Stock	20,000

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

NESSER JOHN T III C/O MCDERMOTT INTERNATIONAL, INC. 1450 POYDRAS STREET NEW ORLEANS, LA 70112

EVP, Gen Counsel & Corp Sec.

Signatures

Renee Hack, Attorney-in-fact

**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).
 - The stock was sold in multiple transactions at the following prices: 500 shares at \$37.56; 1,100 shares at \$37.73; 100 shares at \$37.74;
- (1) 300 shares at \$37.78; 400 shares at \$37.82; 100 shares at \$37.84; 10,200 shares at \$37.88; 3,400 shares at \$37.90; 600 shares at \$37.91; 1,500 shares at \$37.92; 500 shares at \$37.93; 800 shares at \$37.95; 100 shares at \$37.98; 200 shares at \$38.00 and 200 shares at \$38.02.
- (2) Based upon units held in 401K Plan and the fair market value of Common Stock as of 11/11/05.
- (3) The 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. 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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