

MCDERMOTT INTERNATIONAL INC  
 Form 4  
 May 10, 2006

**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 \*  
 NESSER JOHN T III

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)  
 05/08/2006

\_\_\_\_ Director  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 EVP and General Counsel

(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 Ownership (Instr. 4)			
				(A) or (D)	Price					
				Code	V	Amount				
Common Stock	05/08/2006		M		19,000	A	\$ 3.15	135,872	D	
Common Stock	05/08/2006		S		19,000	D	①	116,872	D	
Common Stock	05/08/2006		M		19,600	A	\$ 9.01	136,472	D	
Common Stock	05/08/2006		S		19,600	D	②	116,872	D	
								4,437 ③	I	



## 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).

Stock was sold in multiple trans. at the following prices: 200 @ \$69.40; 200 @ \$69.45; 200 @ \$69.54; 200 @ \$69.5456; 300 @ \$69.57; 200 @ \$69.63; 400 @ \$69.64; 200 @ \$69.6514; 100 @ \$69.67; 400 @ \$69.70; 400 @ \$69.7328; 200 @ \$69.75; 400 @ \$69.76; 200 @ \$69.7656; 200 @ \$69.79; 300 @ \$69.80; 400 @ \$69.807; 200 @ \$69.8098; 700 @ \$69.81; 1200 @ \$69.82; 200 @ \$69.8212; 200 @ \$69.8226; 1200 @ \$69.83; 300 @ \$69.84; 200 @ \$69.8512; 200 @ \$69.8554; 400 @ \$69.86; 200 @ \$69.8656; 100 @ \$69.8684; 400 @ \$69.88; 100 @ \$69.8856; 100 @ \$69.8868; 500 @ \$69.89; 200 @ \$69.8914; 500 @ \$69.90; 200 @ \$69.9068; 200 @ \$69.91; 200 @ \$69.9184; 400 @ \$69.92; 200 @ \$69.924; 200 @ \$69.93; 500 @ \$69.94; 600 @ \$69.95; 200 @ \$69.9542; 200 @ \$69.97; 200 @ \$69.98; 500 @ \$69.99; 200 @ \$69.9914; 200 @ \$70; 100 @ \$70.0012; 212 @ \$70.0014; 488 @ \$70.01; 400 @ \$70.0142; 500 @ \$70.02; 200 @ \$70.0228; 100 @ \$70.034; 100 @ \$70.0356; 400 @ \$70.04; 400 @ \$70.05; 200 @ \$70.0738; 200 @ \$70.11; 100 @ \$70.13; and 200 @ \$70.1384.

The stock was sold in multiple transactions at the following prices: 200 @ \$69.45; 200 @ \$69.46; 400 @ \$69.54; 200 @ \$69.57; 200 @ \$69.5812; 400 @ \$69.63; 100 @ \$69.64; 200 @ \$69.6542; 100 @ \$69.68; 400 @ \$69.707; 400 @ \$69.7328; 400 @ \$69.75; 100 @ \$69.76; 300 @ \$69.78; 200 @ \$69.8084; 600 @ \$69.81; 100 @ \$69.817; 1000 @ \$69.82; 1500 @ \$69.83; 200 @ \$69.8312; 100 @ \$69.8356; 100 @ \$69.837; 500 @ \$69.84; 700 @ \$69.85; 800 @ \$69.86; 100 @ \$69.87; 700 @ \$69.88; 800 @ \$69.89; 600 @ \$69.90; 400 @ \$69.91; 400 @ \$69.92; 800 @ \$69.93; 300 @ \$69.94; 300 @ \$69.9448; 800 @ \$69.95; 200 @ \$69.96; 400 @ \$69.98; 500 @ \$69.99; 1200 @ \$70.01; 400 @ \$70.0142; 200 @ \$70.02; 200 @ \$70.0228; 300 @ \$70.03; 1000 @ \$70.04; 400 @ \$70.0428; 100 @ \$70.0442; 100 @ \$70.09.

(3) Based upon units held in 401K Plan and the fair market value of Common Stock as of 5/5/06.

(4) The options provided for vesting in three equal installments, on April 2, 2004, 2005 and 2006.

(5) The options provided for vesting in three equal installments, on March 18, 2005, 2006 and 2007.

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.