### Edgar Filing: WILKINSON BRUCE W - Form 4

WILKINSC	N BRUCE W										
Form 4											
November (	)3, 2006										
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION								OMB APPROVAL			
Check th	his hox		Wa	shington	, D.C. 20	549			Number:	3235-0287	
if no lon	ner			ICEC IN	DENIER				Expires:	January 31, 2005	
subject t Section Form 4 o	F CHAP	NGES IN SECUI	Estimated average burden hours per response 0.5								
Form 5 obligations may continue.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 19401(b).											
(Print or Type	Responses)										
1. Name and A WILKINSO	Symbol MCDERMOTT INTERNATIONAL					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
(I +)	(First)	(M: 141.)	INC [N	-				V Dimeter	100	Owner	
(Last)	(First)	(Middle)					X Director X Officer (give	title Othe	er (specify		
C/O MCDE INTERNA ELDRIDG	11/01/2006					below) below) Chairman and CEO					
	(Street)		Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person			
HOUSTON	I, TX 77079							Form filed by M Person	ore than One Re	porting	
(City)	(State)	(Zip)	Tab	le I - Non-l	Derivative	Secur	ities Acqu	ired, Disposed of,	or Beneficial	ly Owned	
1.Title of Security (Instr. 3) 2. Transaction Date 2A. Deemed (Month/Day/Year) 2A. Deemed Execution Date, if any (Month/Day/Year)		Code (Instr. 3, 4 and 5)					6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
Common				Code V	Amount	(D)	Price	(Instr. 5 and 4)			
Common Stock	11/01/2006			M <u>(1)</u>	30,000	А	\$ 5.1458	415,235	D		
Common Stock	11/01/2006			S <u>(1)</u>	30,000	D	<u>(2)</u>	385,235	D		
Common Stock								4,976 <u>(3)</u>	Ι	401 (K) Plan	

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)

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# 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)

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. Transactic Code (Instr. 8)	5. Number of mDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	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)	\$ 5.1458	11/01/2006		M <u>(1)</u>	30,000	<u>(4)</u>	08/01/2010	Common Stock	30,000

## **Reporting Owners**

<b>Reporting Owner Name / Address</b>		Relationships						
1	Director	10% Owner	Officer	Other				
WILKINSON BRUCE W C/O MCDERMOTT INTERNATIONAL 777 N. ELDRIDGE PARKWAY HOUSTON, TX 77079	L, INC.	Х		Chairman and CEO				
Signatures								
Liane K. Hinrichs, Attorney-in-Fact	11/03/2006							
**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) The sales and/or underlying exercise reported in the Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 18, 2005.
- (2) Shares sold:300 @ \$43.75; 400 @ \$43.76; 600 @ \$43.77; 300 @ \$43.78; 800 @ \$43.79; 400 @ \$43.80; 200 @ \$43.81; 100 @ \$43.83; 400 @ \$43.84; 600 @ \$43.85; 400 @ \$43.86; 300 @ \$43.88; 300 @ \$43.89; 900 @ \$43.90; 200 @ \$43.91; 600 @ \$43.92; 400 @ \$43.93; 600 @ \$43.94; 300 @ \$43.95; 200 @ \$43.96; 100 @ \$43.97; 200 @ \$43.98; 200 @ \$43.99; 1,200 @ \$44.00; 500 @ \$44.01; 500 @ \$44.02; 100 @ \$44.03; 200 @ \$44.04; 1,000 @ \$44.05; 600 @ \$44.06; 300 @ \$44.07; 300 @ \$44.08; 300 @ \$44.10; 300 @ \$44.12; 800 @ \$44.13; 200 @ \$44.16; 600 @ \$44.18; 400 @ \$44.19; 400 @ \$44.20; 200 @ \$44.21; 500 @ \$44.22; 200 @ \$44.24; 800 @ \$44.25; 300 @ \$44.26; 500 @ \$44.28; 400 @ \$44.29; 100 @ \$44.30; 400 @ \$44.32; 200 @ \$44.34; 500 @ \$44.36; 1,000 @ \$44.39; 900 @ \$44.40; 1,100 @ \$44.41; 100 @ \$44.42; 100 @ \$44.44; 700 @ \$44.45; 400 @ \$44.47; 200 @ \$44.48; 800 @ \$44.49; 500 @ \$44.55; 500 @ \$44.55; 500 @ \$44.56; 100 @ \$44.58; 200 @ \$44.59; 500 @ \$44.60; 100 @ \$44.62; 900 @

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\$44.64; 400 @ \$44.66

(3) Based upon units held in 401K Plan and the fair market value of Common Stock as of October 31, 2006.

(4) The option vested in three equal installments on August 1, 2001, 2002, and 2003.

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.