

MCDERMOTT INTERNATIONAL INC  
 Form 4  
 June 08, 2007

**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 \*  
 DEMARS BRUCE

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)

3. Date of Earliest Transaction (Month/Day/Year)  
 06/06/2007

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

C/O MCDERMOTT INTERNATIONAL, INC., 777 N. ELDRIDGE PARKWAY

(Street)

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

HOUSTON, TX 77079

(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			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)	
			Code	V	Amount					(A) or (D)
Common Stock	06/06/2007		M		450	A	\$ 41.8333	21,843.204	D	
Common Stock	06/06/2007		S		450	D	\$ 77.41	21,393.204	D	
Common Stock	06/06/2007		M		1,350	A	\$ 3.3	22,743.204	D	
Common Stock	06/06/2007		S		1,350	D	\$ 11	21,393.204	D	
	06/06/2007		M		15,000	A	\$ 3.3	36,393.204	D	

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Common Stock							
Common Stock	06/06/2007	S	15,000	D	(2)	21,393.204	D
Common Stock	06/06/2007	M	450	A	\$ 5.8333	21,843.204	D
Common Stock	06/06/2007	S	450	D	(3)	21,393.204	D
Common Stock	06/06/2007	M	7,500	A	\$ 5.0166	28,893.204	D
Common Stock	06/06/2007	S	7,500	D	(4)	21,393.204	D
Common Stock	06/06/2007	M	1,350	A	\$ 13.29	22,743.204	D
Common Stock	06/06/2007	S	1,350	D	(5)	21,393.204	D
Common Stock	06/06/2007	M	5,000	A	\$ 13.4533	26,393.204	D
Common Stock	06/06/2007	S	5,000	D	(6)	21,393.204	D
Common Stock	06/06/2007	M	450	A	\$ 10.4792	21,843.204	D
Common Stock	06/06/2007	S	450	D	(7)	21,393.204	D

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(9-02)

**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. Transaction Code (Instr. 8)	5. Number of Derivative 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)		
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V (A)	(D)	

Stock Option (Right to Buy)	\$ 41.8333 <u>(8)</u>	06/06/2007	M	450 <u>(8)</u>	11/03/2006	05/03/2016	Common Stock	450 <u>(8)</u>
Stock Option (Right to Buy)	\$ 3.3 <u>(9)</u>	06/06/2007	M	1,350 <u>(9)</u>	11/09/2003	05/09/2013	Common Stock	1,350 <u>(9)</u>
Stock Option (Right to Buy)	\$ 3.3 <u>(10)</u>	06/06/2007	M	15,000 <u>(10)</u>	05/09/2004	05/09/2013	Common Stock	15,000 <u>(10)</u>
Stock Option (Right to Buy)	\$ 5.8233 <u>(11)</u>	06/06/2007	M	450 <u>(11)</u>	11/05/2004	05/05/2014	Common Stock	450 <u>(11)</u>
Stock Option (Right to Buy)	\$ 5.0166 <u>(12)</u>	06/06/2007	M	7,500 <u>(12)</u>	05/13/2005	05/13/2014	Common Stock	7,500 <u>(12)</u>
Stock Option (Right to Buy)	\$ 13.29 <u>(13)</u>	06/06/2007	M	1,350 <u>(13)</u>	11/04/2005	05/04/2015	Common Stock	1,350 <u>(13)</u>
Stock Option (Right to Buy)	\$ 13.4533 <u>(14)</u>	06/06/2007	M	5,000 <u>(14)</u>	05/12/2006	05/12/2015	Common Stock	5,000 <u>(14)</u>
Stock Option (Right to Buy)	\$ 10.4792 <u>(15)</u>	06/06/2007	M	450 <u>(15)</u>	11/01/2002	05/01/2012	Common Stock	450 <u>(15)</u>

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DEMARS BRUCE C/O MCDERMOTT INTERNATIONAL, INC. 777 N. ELDRIDGE PARKWAY HOUSTON, TX 77079	X			

## Signatures

Liane K. Hinrichs, by power of  
attorney

06/08/2007

\_\_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 stock was sold in multiple transactions at the following prices: 100 shares at \$77.41; 600 shares at \$77.45; 100 shares at \$77.49 and 550 shares at \$77.42.  
The stock was sold in multiple transactions at the following prices: 400 shares at \$77.02; 600 shares at \$77.03; 300 shares at \$77.16; 500 shares at \$77.18; 1,450 shares at \$77.20; 300 shares at \$77.26; 600 shares at \$77.29; 500 shares at \$77.32; 500 shares at \$77.36; 500 shares at \$77.43; 1,750 shares at \$77.45; 1,200 shares at \$77.48; 600 shares at \$77.56; 1,200 shares at \$77.59; 600 shares at \$77.64; 1,000 shares at \$77.69; 600 shares at \$77.70; 1,700 shares at \$77.79; 600 shares at \$77.88 and 100 shares at \$77.89.
- (2) The stock was sold in multiple transactions at the following prices: 200 shares at \$77.26; 50 shares at \$77.28 and 200 shares at \$77.29.  
The stock was sold in multiple transactions at the following prices: 600 shares at \$77.11; 500 shares at \$77.12; 600 shares at \$77.14; 100 shares at \$77.20; 12 shares at \$77.30; 2,000 shares at \$77.31; 1,088 shares at \$77.32; 400 shares at \$77.39; 500 shares at \$77.60; 600 shares at \$77.69; 600 shares at \$77.80 and 500 shares at \$77.89.
- (3) The stock was sold in multiple transactions at the following prices: 100 shares at \$77.26; 600 shares at \$77.27; 600 shares at \$77.31 and 50 shares at \$77.42.
- (4) The stock was sold in multiple transactions at the following prices: 1,050 shares at \$77.20; 550 shares at \$77.28; 600 shares at \$77.29; 1,700 shares at \$77.32; 600 shares at \$77.37 and 500 shares at \$77.38.
- (5) The stock was sold in multiple transactions at the following prices: 50 shares at \$77.41 and 400 shares at \$77.49.
- (6) This option was previously reported as covering 300 shares at an exercise price of \$62.75 per share, but was adjusted to reflect the 3-for-2 stock split that occurred on May 31, 2006.
- (7) This option was previously reported as covering 900 shares at an exercise price of \$4.95 per share, but was adjusted to reflect the 3-for-2 stock split that occurred on May 31, 2006.
- (8) This option was previously reported as covering 10,000 shares at an exercise price of \$4.95 per share, but was adjusted to reflect the 3-for-2 stock split that occurred on May 31, 2006.
- (9) This option was previously reported as covering 300 shares at an exercise price of \$8.735 per share, but was adjusted to reflect the 3-for-2 stock split that occurred on May 31, 2006.
- (10) This option was previously reported as covering 5000 shares at an exercise price of \$7.525 per share, but was adjusted to reflect the 3-for-2 stock split that occurred on May 31, 2006.
- (11) This option was previously reported as covering 900 shares at an exercise price of \$19.9350 per share, but was adjusted to reflect the 3-for-2 stock split that occurred on May 31, 2006.
- (12) This option was previously reported as covering 5000 shares at an exercise price of \$20.18 per share, but was adjusted to reflect the 3-for-2 stock split that occurred on May 31, 2006.
- (13) This option was previously reported as covering 300 shares at an exercise price of \$15.7188 per share, but was adjusted to reflect the 3-for-2 stock split that occurred on May 31, 2006.
- (14) This option was previously reported as covering 300 shares at an exercise price of \$15.7188 per share, but was adjusted to reflect the 3-for-2 stock split that occurred on May 31, 2006.
- (15) This option was previously reported as covering 300 shares at an exercise price of \$15.7188 per share, but was adjusted to reflect the 3-for-2 stock split that occurred on May 31, 2006.

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.