

MCDERMOTT INTERNATIONAL INC  
 Form 4  
 May 19, 2008

**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 \*  
 Hinrichs Liane K

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)  
 777 N. ELDRIDGE PARKWAY  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 05/15/2008

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 VP, Gen. Counsel & Corp. Sec.

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) | (A) or (D) | 5. Amount or Price | 6. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|--------------------|---|-----------------------------------|
| Common Stock                    | 05/15/2008                           |  | M                              | 3,600   | A          | \$ 1.05            | 13,650  | D                                 |
| Common Stock                    | 05/15/2008                           |  | S                              | 3,600   | D          | 1.05               | 10,050  | D                                 |
| Common Stock                    | 05/15/2008                           |  | M                              | 12,600  | A          | \$ 3.0033          | 22,650  | D                                 |
| Common Stock                    | 05/15/2008                           |  | S                              | 12,600  | D          | 1.05               | 10,050  | D                                 |
| Common Stock                    | 05/15/2008                           |  | M                              | 9,090   | A          | \$ 6.7267          | 19,140  | D                                 |

|              |            |   |       |   |     |        |     |              |
|--------------|------------|---|-------|---|-----|--------|-----|--------------|
| Common Stock | 05/15/2008 | S | 9,090 | D | (3) | 10,050 | D   |              |
| Common Stock |            |   |       |   |     | 2,154  | (4) | I 401 K plan |

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

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(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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (Right to Buy)                | \$ 1.05 (5)  | 05/15/2008                           |  | M                              | 3,600 (5)   | (6) 04/02/2013   | Common Stock  | 3,600 (5)                     |
| Stock Option (Right to Buy)                | \$ 3.0033 (7)  | 05/15/2008                           |  | M                              | 12,600 (7)  | (8) 03/18/2014   | Common Stock  | 12,600 (7)                    |
| Stock Option (Right to Buy)                | \$ 6.7267 (9)  | 05/15/2008                           |  | M                              | 9,090 (9)   | (10) 05/12/2015  | Common Stock  | 9,090 (9)                     |

## Reporting Owners

| Reporting Owner Name / Address                                   | Relationships |           |                               |       |
|--|---------------|-----------|-------------------------------|-------|
|  | Director      | 10% Owner | Officer                       | Other |
| Hinrichs Liane K<br>777 N. ELDRIDGE PARKWAY<br>HOUSTON, TX 77079 |               |           | VP, Gen. Counsel & Corp. Sec. |       |

## Signatures

Benjamin H.  
Bash

05/19/2008

    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 @ \$ 57.61; 600 @ \$57.50; 300 @ \$57.49; 500 @ \$57.47; 600 @ \$57.46; 100 @ \$57.45; 800 @ \$57.44 and 600 @ \$57.42.  
  
The stock was sold in multiple transactions at the following prices: 100 @ \$57.63; 400 @ \$57.59; 100 @ \$57.57; 400 @ \$57.56; 250 @ \$57.55; 100 @ \$57.54; 500 @ \$57.535; 1,200 @ \$57.53; 150 @ \$57.51; 3,400 @ \$57.50; 2,800 @ \$57.49; 700 @ \$57.46; 600 @ \$57.45; 400 @ \$57.44; 300 @ \$57.42; 500 @ \$57.41; 300 @ \$57.39; 300 @ \$57.38 and 100 @ \$57.37.
- (2) The stock was sold in multiple transactions at the following prices: 1,100 @ \$57.64; 100 @ \$57.63; 1,700 @ \$57.62; 2,000 @ \$57.61; 100 @ \$57.605; 200 @ \$57.6025; 100 @ \$57.60; 1,140 @ \$57.59; 200 @ \$57.58; 2,000 @ \$57.57 and 450 @ \$57.55.
- (3) Based upon units held in 401(K) Plan and the fair market value of Common Stock as of May 15, 2008.
- (4) This option was originally reported as 1,800 shares at \$2.10 but has been adjusted for 2-1 stock split on September 10, 2007.
- (5) The option became exercisable on April 2, 2006.
- (6) This option was previously reported as covering 6,300 shares at an exercise price of \$6.0066, but has been adjusted to reflect the 2-for-1 stock split that occurred on September 10, 2007.
- (7) The option provided for vesting in three equal installments on March 18, 2005, 2006 and 2007.
- (8) This option was previously reported as covering 4,545 shares at an exercise price of \$13.4533, but has been adjusted to reflect the 2-for-1 stock split that occurred on September 10, 2007.
- (9) The option provided for vesting in three equal installments on May 12, 2006, 2007 and 2008.
- (10)

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.