

MCDERMOTT INTERNATIONAL INC
 Form 4
 June 04, 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 *
 CAMBRE RONALD C

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)
 06/02/2008

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 (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 Indirect Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	
Common Stock	06/02/2008		M		5,000	A	\$ 2.5083 28,630	D
Common Stock	06/02/2008		S		5,000	D	\$ 63.5 23,630	D
Common Stock	06/02/2008		M		10,000	A	\$ 6.7267 33,630	D
Common Stock	06/02/2008		S		10,000	D	\$ 63.5 23,630	D
	06/02/2008		M		900	A	24,530	D

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Common Stock					\$	20.9167	
Common Stock	06/02/2008	S	900	D	\$ 63.5	23,630	D
Common Stock	06/02/2008	M	2,700	A	\$ 28.8675	26,330	D
Common Stock	06/02/2008	S	2,700	D	\$ 63.5	23,630	D

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 2.5083 (1)	06/02/2008		M	5,000 (1)	(2) 05/13/2014	Common Stock	5,000 (1)	
Stock Option (Right to Buy)	\$ 6.7267 (3)	06/02/2008		M	10,000 (3)	(4) 05/12/2015	Common Stock	10,000 (3)	
Stock Option (Right to Buy)	\$ 20.9167 (5)	06/02/2008		M	900 (5)	11/03/2006 05/03/2016	Common Stock	900 (5)	
Stock Option (Right to Buy)	\$ 28.8675 (6)	06/02/2008		M	2,700 (6)	11/04/2007 05/04/2017	Common Stock	2,700 (6)	

Reporting Owners

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

Signatures

Liane K. Hinrichs, by power of attorney
 Date: 06/04/2008

**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) This option was previously reported as covering 5,000 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 and the 2-for-1 stock split that occurred on September 10, 2007.
- (2) The options provided for vesting in three equal installments on May 13, 2005, 2006 and 2007.
- (3) This option was previously reported as covering 5,000 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 and the 2-for-1 stock split that occurred on September 10, 2007.
- (4) The options provided for vesting in three equal installments on May 12, 2006, 2007 and 2008.
- (5) This option was previously reported as covering 300 shares at an exercise price of \$62.75 per share, but was adjusted to reflect the the 3-for-2 Stock Split that occurred on May 31, 2006 and the 2-for-1 stock split that occurred on September 10, 2007.
- (6) This option was previously reported as covering 1,350 shares at an exercise price of \$57.735 per share, but was adjusted to reflect the 2-for-1 stock split that occurred on September 10, 2007.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.
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