#### CHICAGO BRIDGE & IRON CO N V

Form 4

February 18, 2011

## FORM 4

### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287

0.5

January 31, Expires: 2005

**OMB APPROVAL** 

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if no longer subject to Section 16. Form 4 or Form 5

Check this box

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 1940

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person \* NEALE GARY L

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

CHICAGO BRIDGE & IRON CO N

(Check all applicable)

V [CBI]

(Last) (First)

801 EAST 86TH AVENUE

3. Date of Earliest Transaction

X Director 10% Owner Officer (give title Other (specify

(Month/Day/Year)

02/17/2011

4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year) Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

below)

MERRILLVILLE, IN 46410

(City) (State) (Zip)

(Street)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

2. Transaction Date 2A. Deemed 1.Title of Security (Month/Day/Year) (Instr. 3)

Execution Date, if

(Month/Day/Year)

(Middle)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) 5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I) (Instr. 4) (Instr. 4)

Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price

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)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 3. Transaction Date 3A. Deemed 5. Number of 6. Date Exercisable and 7. Title and Amount of TransactionDerivative Derivative (Month/Day/Year) Execution Date, if **Expiration Date Underlying Securities** Conversion Securities (Month/Day/Year) (Instr. 3 and 4) Security or Exercise Code any

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### Edgar Filing: CHICAGO BRIDGE & IRON CO N V - Form 4

| (Instr. 3)                              | Price of<br>Derivative<br>Security |            | (Month/Day/Year) | (Instr. |   | Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and<br>5) |     | ,                   |                    |                 |                                  |
|---|------------------------------------|------------|------------------|---------|---|---|-----|---------------------|--------------------|-----------------|----------------------------------|
|   |                                    |            |                  | Code    | V | (A)   | (D) | Date<br>Exercisable | Expiration<br>Date | Title           | Amount or<br>Number of<br>Shares |
| Phantom<br>Stock<br>Unit <sup>(1)</sup> | <u>(2)</u>                         | 02/17/2011 |                  | A       |   | 252.348   |     | (3)                 | (3)                | Common<br>Stock | 252.348                          |

# **Reporting Owners**

| Reporting Owner Name / Address           | Relationships |           |         |       |  |  |  |
|--|---------------|-----------|---------|-------|--|--|--|
| Toporting of more remove recommendations | Director      | 10% Owner | Officer | Other |  |  |  |
| NEALE GARY L                             |               |           |         |       |  |  |  |
| 801 EAST 86TH AVENUE                     | X             |           |         |       |  |  |  |
| MERRILLVILLE, IN 46410                   |               |           |         |       |  |  |  |

# **Signatures**

Cindy A. McMinn as Attorney in Fact

02/18/2011

\*\*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) Acquired pursuant to the CB&I Supervisory Board of Directors Fee Payment Plan.
- (**2**) 1-for-1
- (3) Shares of Phantom Stock are payable in common stock one year after the reporting person's retirement from the Supervisory Board of the Company.

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.

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