MCDERMOTT INTERNATIONAL INC

Form 4/A April 04, 2006

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

obligations

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 **OMB APPROVAL**

3235-0287

January 31,

2005

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OMB

Number:

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may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * EASTER JAMES R			2. Issuer Name and Ticker or Trading Symbol MCDERMOTT INTERNATIONAL INC [MDR]				Is	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) C/O MCD INTERNA ELDRIDG	3. Date of Earliest Transaction (Month/Day/Year) 09/01/2005					Director 10% Owner Officer (give title Other (specify below)					
HOUSTO					Oate Origina ar)	al	A 	5. Individual or Joint/Group Filing(Check Applicable Line) X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned										
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year) Execution Date any (Month/Day/Year)			Date, if Transactiomr Disposed of (D) Code (Instr. 3, 4 and 5) y/Year) (Instr. 8) (A) or				5. Amount of Securities Ownership Indirect Beneficially Form: Benefici Owned Direct (D) Ownersh Following or Indirect Reported (I) Transaction(s) (Instr. 4) (Instr. 3 and 4)			
Common Stock	09/01/2005			Code V M	Amount 32,000	(D)	Price \$ 13.9844	58,700 (1)	D		
Common Stock	09/01/2005			S	32,000	D	\$ 33.332	26,700 (1)	D		
Common Stock	09/01/2005			M	13,333	A	\$ 3.15	40,033 (1)	D		
Common Stock	09/01/2005			S	13,333	D	\$ 33.332	26,700 (1)	D		
	09/01/2005			M	5,334	A	\$ 9.01	32,034 (1)	D		

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Common Stock

Common Stock 09/01/2005 S 5,334 D \$33.332 26,700 (1) D

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

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SEC 1474

(9-02)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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)	4. Transactic Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D)			7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)
				(Instr. 3, 4, and 5)					
					Date Exercisable	Expiration Date	Title	Amount or Number of	
			Code V	(A) (D)				Shares	

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

EASTER JAMES R C/O MCDERMOTT INTERNATIONAL, INC. 777 N. ELDRIDGE PARKWAY HOUSTON, TX 77079

VP, Corp Dev & Strat Planning

Signatures

Renee Hack, Attorney-in-Fact 04/04/2006

**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 reporting person is amending the Form 4 originally filed for the purpose of reflecting the correct Amount of Securities Beneficially Owned Following Reported Transaction(s).

Reporting Owners 2

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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.