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MCDERMOTT INTERNATIONAL INC

Form 4 May 02, 2006

FORM 4

OMB APPROVAL

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

OMB Number: 3235-0287

if no longer subject to Section 16.

Check this box

Number:

Expires:
January 31,
2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 0.5

Form 4 or Form 5 obligations may continue. See Instruction

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)

1. Name and Address of Reporting Person * WILKINSON BRUCE W			2. Issuer Name and Ticker or Trading Symbol MCDERMOTT INTERNATIONAL INC [MDR]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
		Middle)	3. Date of Earliest Transaction (Month/Day/Year) 05/01/2006				X Director 10% OwnerX Officer (give title Other (specify below)				
				nendment, Date Original onth/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(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)	Execution any	med on Date, if Day/Year)	3. Transactic Code (Instr. 8)	4. Securit on(A) or Dis (Instr. 3, 4)	sposed	of (D)	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 Beneficial Ownership (Instr. 4)	
Common Stock	05/01/2006			M <u>(1)</u>	20,000	A	\$ 3.15	300,469	D		
Common Stock	05/01/2006			S <u>(1)</u>	20,000	D	<u>(2)</u>	280,469	D		
Common Stock								3,319 (3)	I	401(K) Plan	

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 (9-02)

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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. Transactio Code (Instr. 8)	5. Number of on 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)	\$ 3.15	05/01/2006		M(1)	20,000	<u>(4)</u>	04/02/2013	Common Stock	20,000

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
WII KINSON BRIICE W						

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

X Chairman and CEO

Signatures

Liane K. Hinrichs, Attorney-in-Fact 05/02/2006

**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 sales and/or underlying exercise reported in the Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 18, 2005.

The stock was sold in multiple transactions at the following prices: 500 @ \$60.09; 100 @ \$60.15; 100 @ \$60.16; 100 @ \$60.17; 500 @ \$60.20; 100 @ \$60.26; 500 @ \$60.31; 500 @ \$60.34; 600 @ \$60.4716; 500 @ \$60.75; 400 @ \$60.86; 500 @ \$60.88; 600 @ \$60.90; 200 @ \$60.93; 800 @ \$60.94; 100 @ \$60.95; 100 @ \$60.96; 200 @ \$60.963; 800 @ \$60.97; 100 @ \$60.98; 100 @ \$61.00

(2) @\$61.02; 400 @\$61.04; 100 @ \$61.05; 2,100 @ \$61.07; 600 @ \$61.09; 500 @ \$61.10; 300 @ \$61.14; 100 @ \$61.15; 800 @ \$61.1941; 100 @ \$61.28; 700 @ \$61.39; 500 @ \$61.41; 900 @ \$61.4323; 300 @ \$61.44; 500 @ \$61.45; 700 @ \$61.46; 400 @ \$61.47; 200 @ \$61.48; 500 @ \$61.4879; 100 @ \$61.49; 400 @ 61.50; 200 @ \$61.51; 300 @ \$61.54; 300 @ \$61.57; 300 @ \$61.58; 300 @ 61.60; 300 @ \$61.62; 300 @ \$61.63; and 300 @ \$61.65.

Reporting Owners 2

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- (3) Based upon units held in 401K Plan and the fair market value of Common Stock as of 4/28/06.
- (4) The option provided for vesting in three equal installments, on April 2, 2004, 2005 and 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.