

WILKINSON BRUCE W
Form 4
August 03, 2007

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 *
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)
 Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman and CEO

(Last) (First) (Middle)
C/O MCDERMOTT INTERNATIONAL, INC., 777 N. ELDRIDGE PARKWAY
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/01/2007

HOUSTON, TX 77079
(City) (State) (Zip)

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

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 Beneficial Ownership (Instr. 4)			
				(A) or (D)	Price					
			Code	V	Amount					
Common Stock	08/01/2007		M ⁽¹⁾		69,050	A	\$ 6.0066	426,947	D	
Common Stock	08/01/2007		M ⁽¹⁾		950	A	\$ 9.6666	427,897	D	
Common Stock	08/01/2007		S		70,000	D	<u>(2)</u> <u>(3)</u>	357,897	D	
Common Stock								5,101 <u>(4)</u>	I	401 K Plan

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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)	\$ 6.0066	08/01/2007		M ⁽¹⁾	69,050	⁽⁵⁾ 03/18/2014	Common Stock	69,050
Stock Option (Right to Buy)	\$ 9.6666 ⁽⁶⁾	08/01/2007		M ⁽¹⁾	950	⁽⁷⁾ 03/06/2012	Common Stock	950

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WILKINSON BRUCE W C/O MCDERMOTT INTERNATIONAL, INC. 777 N. ELDRIDGE PARKWAY HOUSTON, TX 77079	X		Chairman and CEO	

Signatures

Liane K. Hinrichs, by power of attorney
08/03/2007
Date

**Signature of Reporting Person

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 sale and underlying exercises reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on March 6, 2007.

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- The stock was sold in multiple transactions at the following prices: 400 @ \$80.17; 1200 @ \$80.18; 400 @ \$80.20; 600 @ \$80.22; 1600 @ \$80.24; 2600 @ \$80.25; 400 @ \$80.26; 1200 @ \$80.27; 400 @ \$80.29; 400 @ \$80.30; 700 @ \$80.32; 700 @ \$80.33; 1,200 @ \$80.34; 400 @ \$80.35; 100 @ \$80.36; 500 @ \$80.37; 100 @ \$80.39; 600 @ \$80.41; 600 @ \$80.43; 800 @ \$80.44; 400 @ \$80.45; 400 @ \$80.47; 900 @ \$80.49; 200 @ \$80.50; 200 @ \$80.54; 200 @ \$80.55; 200 @ \$80.56; 200 @ \$80.57; 200 @ \$80.64; 400 @ \$80.67; 300 @ \$80.69; 200 @ \$80.70; 400 @ \$80.72; 200 @ \$80.75; 100 @ \$80.77; 200 @ \$80.79; 200 @ \$80.81; 800 @ \$80.83; 500 @ \$80.88; 800 @ \$80.89; 600 @ \$80.90; 200 @ \$80.95; 300 @ \$80.96; 200 @ \$80.98; 200 @ \$81.15; 600 @ \$81.19; 200 @ \$81.20; 300 @ \$81.24; 500 @ \$81.25; 1,100 @ \$81.26; 600 @ \$81.29; 1,400 @ \$81.30; 600 @ \$81.31; 800 @ \$81.32; 400 @ \$81.33; 1,200 @ \$81.34; 300 @ \$81.36; 868 @ \$81.37; 700 @ \$81.38; 100 @ \$81.39; 900 @ \$81.40; continued on footnote no. 3
- continued from footnote no. 2; 200 @ \$81.41; 400 @ \$81.42; 964 @ \$81.43; 1526 @ \$81.44; 2006 @ \$81.45; 1400 @ \$81.47; 800 @ \$81.48; 800 @ \$81.49; 1200 @ \$81.51; 300 @ \$81.52; 200 @ \$81.53; 100 @ \$81.54; 200 @ \$81.56; 1200 @ \$81.57; 200 @ \$81.58; 2,300 @ \$81.59; 600 @ \$81.60; 200 @ \$81.61; 1470 @ \$81.62; 2330 @ \$81.63; 900 @ \$81.64; 500 @ \$81.66; 400 @ \$81.67; 600 @ \$81.68; 1300 @ \$81.69; 700 @ \$81.70; 900 @ \$81.71; 300 @ \$81.72; 800 @ \$81.73; 2200 @ \$81.74; 300 @ \$81.75; 200 @ \$81.77; 300 @ \$81.96; 200 @ \$81.99; 100 @ \$82.00; 364 @ \$82.11; 136 @ \$82.50; 400 @ \$82.71; 500 @ \$82.72; 100 @ \$82.74; 100 @ \$83.00; 300 @ \$83.01; 200 @ \$83.06; 200 @ \$83.07; 3,900 @ \$83.18; 436 @ \$83.35; 1100 @ \$83.43 and 200 @ \$83.46.
- (2) Based upon units held in 401K Plan and the fair market value of Common Stock as of August 1, 2007.
- (3) The options vested in three equal installments on March 18, 2005, 2006 and 2007.
- (6) This option was originally reported as covering 200,000 share and an exercise price of \$14.50, but was adjusted to reflect the 3-for-2 stock split completed May 31, 2006.
- (7) This option vested in three equal installments on March 6, 2003, 2004 and 2005.

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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