

Hinrichs Liane K
 Form 4
 March 08, 2011

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 *
 Hinrichs Liane K

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)
 757 N. ELDRIDGE PARKWAY
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 03/04/2011

____ Director
 Officer (give title below)
 ____ 10% Owner
 ____ Other (specify below)
 SrVP, Gen.Counsel & Corp. Sec.

HOUSTON, TX 77079

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

(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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock	03/04/2011		M		10,185	A	\$ 0
							139,418
Common Stock	03/04/2011		F		2,883	D	\$ 25.64
							136,535
Common Stock	03/05/2011		M		19,168	A	\$ 0
							155,703
Common Stock	03/05/2011		F		6,986	D	\$ 25.74
							148,717
Common Stock	03/08/2011		M		27,202	A	\$ 5.64
							175,919

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Common Stock	03/08/2011	S	27,202	D	\$ 24.9853 <u>(1)</u>	148,717	D	
Common Stock						2,857	I	401K Plan <u>(2)</u>

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 Underlying (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Restricted Stock Units	<u>(3)</u>	03/04/2011		M	10,185	03/04/2011 ⁽⁴⁾ 03/04/2011 ⁽⁴⁾	Common Stock
Restricted Stock Units	<u>(3)</u>	03/04/2011		A	10,014	<u>(5)</u> <u>(5)</u>	Common Stock
Stock Option (right to buy)	\$ 25.64	03/04/2011		A	22,080	<u>(6)</u> 03/04/2018	Common Stock
Restricted Stock Units	<u>(3)</u>	03/05/2011		M	19,168	03/05/2011 ⁽⁷⁾ 03/05/2011 ⁽⁷⁾	Common Stock
Employee Stock Option (right to buy)	\$ 5.64	03/08/2011		M	27,202	<u>(8)</u> 03/05/2016	Common Stock

Reporting Owners

Reporting Owner Name / Address Relationships

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Director 10% Owner Officer

Other

Hinrichs Liane K
757 N. ELDRIDGE PARKWAY
HOUSTON, TX 77079

SrVP, Gen.Counsel & Corp. Sec.

Signatures

Robert E. Stumpf, by Power of
Attorney

03/08/2011

__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).

- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$24.9515 to \$25.00, inclusive. The reporting person undertakes to provide to McDermott International, Inc., any security holder of McDermott International, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (1) Based upon units held in 401K Plan and the fair market value of MDR common stock as of March 4, 2011.
 - (3) Each restricted stock unit represents a contingent right to receive one share of MDR common stock.
 - (4) The restricted stock units vest in three equal annual installments beginning March 4, 2011.
 - (5) The restricted stock units vest in three equal annual installments beginning March 4, 2012.
 - (6) The option is exercisable in three equal annual installments beginning March 4, 2012.
 - (7) The restricted stock units vest in three equal annual installments beginning March 5, 2010.
 - (8) The option vests in three equal annual installments on March 5, 2010, 2011 and 2012.

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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