

MCDERMOTT INTERNATIONAL INC  
 Form 4  
 August 05, 2008

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
**08/01/2008**

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

**C/O MCDERMOTT INTERNATIONAL, INC., 777 N. ELDRIDGE PARKWAY**

(Street)

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

**HOUSTON, TX 77079**

(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 (A) or (D) Price			
Common Stock	08/01/2008		M <sup>(1)</sup>	43,640 A \$ 6.7267	729,472	D	
Common Stock	08/01/2008		S <sup>(1)</sup>	43,640 D <sup>(2)</sup> <sup>(3)</sup>	685,832	D	
Common Stock					10,295 <sup>(4)</sup>	I	401k 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**

SEC 1474 (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 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)	\$ 6.7267	08/01/2008		M <sup>(1)</sup>	43,640	<sup>(5)</sup> 05/12/2015	Common Stock	43,640

## 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  
08/05/2008

\*\*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 underlying exercises reported in this Form 4 were effected pursuant to Rule 10b-1 trading plan.

The stock was sold in multiple transactions at the following prices: 100 @ \$47.11; 200 @ \$47.12; 100 @ \$47.14; 300 @ \$47.15; 600 @ \$47.17; 300 @ \$47.21; 200 @ \$47.22; 293 @ \$47.23; 600 @ \$47.24; 100 @ \$47.26; 100 @ \$47.265; 300 @ \$47.27; 400 @ \$47.28; 300 @ \$47.29; 100 @ \$47.32; 300 @ \$47.33; 100 @ \$47.34; 100 @ \$47.37; 107 @ \$47.38; 100 @ \$47.40; 100 @ \$47.43; 200 @ \$47.45; 200 @ \$47.46; 100 @ \$47.47; 100 @ \$47.48; 100 @ \$47.49; 400 @ \$47.50; 100 @ \$47.51; 300 @ \$47.52; 200 @ \$47.55; 200 @ \$47.56; 300 @ \$47.57; 200 @ \$47.58; 200 @ \$47.59; 300 @ \$47.60; 600 @ \$47.62; 200 @ \$47.64; 300 @ \$47.67; 300 @ \$47.68; 100 @ \$47.69; 1,340 @ \$47.70; 300 @ \$47.71; 400 @ \$47.72; 600 @ \$47.73; 1,000 @ \$47.74; 700 @ \$47.75; 1,000 @ \$47.76; 200 @ \$47.765; 800 @ \$47.77; 1,100 @ \$47.78; 1,000 @ \$47.79; 1,700 @ \$47.80; 100 @ \$47.805; 300 @ \$47.81; 100 @ \$47.815; 700 @ \$47.82; 100 @ \$47.84; 300 @ \$47.87; 400 @ \$47.88; 100 @ \$47.89; 200 @ \$47.895; 200 @ \$47.90; 100 @ \$47.905; coninued on footnote 3

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- continued from footnote 2: 1,000 @ \$47.91; 200 @ \$47.915; 1,000 @ \$47.92; 600 @ \$47.93; 1,600 @ \$47.94; 1,600 @ \$47.95; 1,100 @ \$47.96; 700 @ \$47.97; 1,200 @ \$47.98; 1,900 @ \$47.99; 900 @ \$48.00; 200 @ \$48.01; 1,600 @ \$48.02; 900 @ \$48.03; 200 @ \$48.035; 700 @ \$48.04; 100 @ \$48.05; 400 @ \$48.06; 100 @ \$48.065; 500 @ \$48.08; 100 @ \$48.09; 400 @ \$48.10; 200 @ \$48.11; 100 @ \$48.13; 444 @ \$48.14; 100 @ \$48.15; 200 @ \$48.155; 400 @ \$48.19; 400 @ \$48.20; 369 @ \$48.22; 200 @ \$48.23; 156 @ \$48.24; 100 @ \$48.26; 100 @ \$48.30; 31 @ \$48.31; 200 @ \$48.35; 400 @ \$48.37; 100 @ \$48.39; 400 @ \$48.45; 100 @ \$48.46; 200 @ \$48.47; 100 @ \$48.48; 100 @ \$48.50; 100 @ \$48.52 and 200 @ \$48.55.
- (3)
- (4) Based upon the units held in 401k Plan and the fair market value of Common Stock as of August 1, 2008.
- (5) This option vested in three equal installments on May 12, 2006, 2007 and 2008

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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