



**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 Security (Instr. 3 and 4)
Stock Options (Right to Buy)	\$ 17.11	03/04/2010		A	18,996	03/04/2011 <sup>(3)</sup> 03/04/2017	Common Stock 18
Restricted Stock Units	<sup>(4)</sup>	03/04/2010		A	12,810	03/04/2011 <sup>(5)</sup> 03/04/2013 <sup>(5)</sup>	Common Stock 12

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NESSER JOHN T III C/O MCDERMOTT INTERNATIONAL, INC. 777 N. ELDRIDGE PARKWAY HOUSTON, TX 77079			EVP, COO - JRM	

## Signatures

Liane K. Hinrichs, by power of attorney  
Date: 03/05/2010

\_\_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 amount reported has been adjusted to correct an error in the reporting person's beneficial ownership.
- (2) Based upon units held in 401K Plan and the fair market value of Common Stock as of March 3, 2010.
- (3) Options vest and become exercisable in three annual installments, with the first installment vesting on this date.
- (4) Each restricted stock unit represents a contingent right to receive one share of MDR common stock.
- (5) The restricted stock units vest in three equal annual installments beginning March 4, 2011.

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.