

MCDERMOTT INTERNATIONAL INC  
 Form 3  
 May 20, 2015

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *                    |  | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol                     |  |
| Â Janzen Kelly   |  | (Month/Day/Year)                     | MCDERMOTT INTERNATIONAL INC [MDR]                                      |  |
| (Last)   | (First)  | (Middle)                             | 05/12/2015   |  |
| C/O MCDERMOTT INTERNATIONAL, INC., Â 757 N. ELDRIDGE PARKWAY |  |                                      | 4. Relationship of Reporting Person(s) to Issuer                       | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street)   | (Check all applicable)                                     |                                      |  |  |
|  |  |                                      | <input type="checkbox"/> Director                                      | <input type="checkbox"/> 10% Owner                   |
|  |  |                                      | <input checked="" type="checkbox"/> Officer                            | <input type="checkbox"/> Other                       |
|  |  |                                      | (give title below) (specify below)                                     |  |
|  |  |                                      | VP, Finance and Chief Acct Off   |  |
| HOUSTON, Â TX Â 77079  | 6. Individual or Joint/Group Filing(Check Applicable Line) |                                      |  |  |
| (City)   | (State)  | (Zip)                                | <input checked="" type="checkbox"/> Form filed by One Reporting Person |  |
|  |  |                                      | <input type="checkbox"/> Form filed by More than One Reporting Person  |  |

**Table I - Non-Derivative Securities Beneficially Owned**

|                                    |  |   |  |
|------------------------------------|--|---|--|
| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|--|---|--|

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

|   |   |  |  |  |  |
|---|---|--|--|--|--|
| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|   | Date Exercisable  | Expiration Date  | Title  | Amount or Number of                                  |  |

|                        |       |       |                 | Shares |        | or Indirect<br>(1)<br>(Instr. 5) |   |
|------------------------|-------|-------|-----------------|--------|--------|----------------------------------|---|
| Restricted Stock Units | Â (1) | Â (1) | Common<br>Stock | 42,612 | \$ (2) | D                                | Â |
| Restricted Stock Units | Â (3) | Â (3) | Common<br>Stock | 41,541 | \$ (2) | D                                | Â |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                                  |       |
|---|---------------|-----------|----------------------------------|-------|
|   | Director      | 10% Owner | Officer                          | Other |
| Janzen Kelly<br>C/O MCDERMOTT INTERNATIONAL, INC.<br>757 N. ELDRIDGE PARKWAY<br>HOUSTON, TX 77079 | Â             | Â         | Â VP, Finance and Chief Acct Off | Â     |

## Signatures

Liane K. Hinrichs, 05/20/2015  
Attorney-in-fact

Signature of Reporting Person Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(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) On December 1, 2014, the reporting person was granted 42,612 restricted stock units, vesting in three equal annual installments beginning on the first anniversary of the grant date.  
Each restricted stock unit represents a contingent right to receive the value of one share of MDR common stock, with such restricted stock units to be paid, in the sole discretion of the Compensation Committee: (i) in shares of MDR common stock, (ii) cash equal to the fair market value of the shares of MDR common stock otherwise deliverable, or (iii) any combination thereof.
- (3) On March 5, 2015, the reporting person was granted 41,541 restricted stock units, vesting in three equal annual installments beginning on the first anniversary of the grant date.

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.