

MCDERMOTT INTERNATIONAL INC
 Form 4
 August 03, 2006

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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)
08/01/2006

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 Ownership (Instr. 4)				
				(A) or (D)	Price						
			Code	V	Amount						
Common Stock	08/01/2006		M ⁽¹⁾		30,000	A	\$ 5.1548	420,703	D		
Common Stock	08/01/2006		S ⁽¹⁾		30,000	D	2	390,703	D		
Common Stock								4,977	⁽³⁾	I	401 (K) Plan

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

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SEC 1474 (9-02)

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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)	\$ 5.1458	08/01/2006		M ⁽¹⁾	30,000	⁽⁴⁾ 08/01/2010	Common Stock	30,000

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

Robert E. Stumpf,
Attorney-in-Fact

08/03/2006

__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/or underlying exercise reported in the Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 18, 2005.
- (2) The shares were sold in multiple transactions at the following prices: 2,300 shares @ \$45.55; 300 shares @ \$45.9598; 100 shares @ \$46.07; 600 shares @ \$46.08; 700 shares @ \$46.13; 700 shares @ \$46.16; 800 shares @ \$46.24; 600 shares @ \$46.43; 1,700 shares @ \$46.50; 1,900 shares @ \$46.60; 500 shares @ \$46.6013; 500 shares @ \$46.62; 500 shares @ \$46.63; 600 shares @ \$46.64; 500 shares @ \$46.65; 100 shares @ \$46.66; 700 shares @ \$46.68; 400 shares @ \$46.69; 1,500 shares @ \$46.70; 200 shares @ \$46.71; 700 shares @ \$46.72; 1,100 shares @ \$46.73; 600 shares @ \$46.76; 400 shares @ \$46.769; 1,200 shares @ \$46.77; 500 shares @ \$46.78; 1,400 shares @ \$46.80; 500 shares @ \$46.81; 300 shares @ \$46.8126; 600 shares @ \$46.82; 500 shares @ \$46.83; 600 shares @ \$46.84; 1,200 shares @ \$46.89; 600 shares @ \$46.90; 900 shares @ \$46.92; 300 shares @ \$46.93; 800 shares @ \$46.94; 800 shares @ \$46.95; 400 shares @ \$46.97; 600 shares @ \$46.98; and 800 shares @ \$46.99.

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- (3) Based upon units held in 401K Plan and the fair market value of Common Stock as of July 31, 2006.
- (4) The option vested in three equal installments on August 1, 2001, 2002, and 2003.

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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