

MCDERMOTT INTERNATIONAL INC
 Form 4/A
 May 21, 2008

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 *
FEES JOHN A

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

3. Date of Earliest Transaction (Month/Day/Year)
05/15/2008

____ Director
 Officer (give title below) P & CEO- The B&W Company
 ____ 10% Owner
 ____ Other (specify below)

(Street)
HOUSTON, TX 77079

4. If Amendment, Date Original Filed(Month/Day/Year)
05/19/2008

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 (A) or (D) Price | | | |
| Common Stock | 05/15/2008 | | M | 50,955 (1) A \$ 6.7267 | 130,828.882 (1) | D | |
| Common Stock | 05/15/2008 | | S | 50,955 (1) D (2) 79,833.882 | | D | |

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

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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) | \$ 6.7267 | 05/15/2008 | | M | 50,955 (1) | (3) 05/12/2015 | Common Stock | 50,955 (1) |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

FEES JOHN A
C/O MCDERMOTT INTERNATIONAL, INC.
777 N. ELDRIDGE PARKWAY
HOUSTON, TX 77079

P & CEO- The B&W Company

Signatures

Liane K. Hinrichs, by power of attorney
05/20/2008

__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) This amendment is filed to correct the amount of shares reported on the reporting person's Form 4 filed May 19, 2008.

The stock was sold in multiple transactions at the following prices: 100 @ \$57.68; 200 @ \$57.64; 600 @ \$57.63; 800 @ \$57.58; 600 @ \$57.57; 400 @ \$57.54; 500 @ \$57.53; 1,675 @ \$57.50; 100 @ \$57.49; 1,800 @ \$57.48; 100 @ \$57.4725; 1,200 @ \$57.47; 1,800 @ \$57.46; 500 @ \$57.44; 800 @ \$57.41; 800 @ \$57.39; 2,600 @ \$57.38; 200 @ \$57.375; 4,300 @ \$57.37; 400 @ \$57.365; 1,900 @

(2) \$57.36; 1,500 @ \$57.35; 1,201 @ \$57.34; 400 @ \$57.335; 1,900 @ \$57.33; 9,975 @ \$57.32; 1,884 @ \$57.31; 216 @ \$57.305; 200 @ \$57.3025; 600 @ \$57.30; 100 @ \$57.295; 1,800 @ \$57.29; 1,084 @ \$57.2825; 1,216 @ \$57.28; 900 @ \$57.27; 2,300 @ \$57.26; 1,500 @ \$57.25; 300 @ \$57.1925; 600 @ \$57.19; 54 @ \$57.18; 500 @ \$57.395; 100 @ \$57.385; 100 @ \$57.38; 600 @ \$57.35; 100 @ \$57.345 and 450 @ \$57.34.

(3) The option provided for vesting 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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