

WILKINSON BRUCE W
Form 4
November 16, 2005

FORM 4

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

OMB APPROVAL

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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)
11/14/2005

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

C/O MCDERMOTT INTERNATIONAL, INC., 1450 POYDRAS STREET
(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

NEW ORLEANS, LA 70112

(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. 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock | 11/14/2005 | | M | V | 60,000 A \$ 3.15 | D | |
| Common Stock | 11/14/2005 | | S | V | 60,000 D 3.15 | D | |
| Common Stock | | | | | 3,199 (2) | I | 401(K) 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)

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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) | \$ 3.15 | 11/14/2005 | | M | 60,000 | (3) 04/02/2013 | Common Stock | 60,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------|-------|
| | Director | 10% Owner | Officer | Other |
| WILKINSON BRUCE W C/O MCDERMOTT INTERNATIONAL, INC. 1450 POYDRAS STREET NEW ORLEANS, LA 70112 | X | | Chairman and CEO | |

Signatures

Renee Hack,
Attorney-in-Fact

11/16/2005

**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).

The stock was sold in multiple transactions at the following prices: 2,900 at \$36.52; 700 at \$36.53; 1,100 at \$36.54; 800 at \$36.55; 800 at \$36.56; 200 at \$36.57; 300 at \$36.58; 400 at \$36.59; 11,200 at \$36.60; 900 at \$36.61; 100 at \$36.62; 700 at \$36.63; 3,400 at \$36.64; 1,000 at \$36.65; 100 at \$37.01; 500 at \$37.02; 1,500 at \$37.03; 200 at \$37.04; 700 at \$37.05; 200 at \$37.06; 200 at \$37.07; 400 at \$37.08; (1) 500 at \$37.09; 300 at \$37.10; 200 at \$37.11; 200 at \$37.13; 1,500 at \$37.14; 1,500 at \$37.15; 1,800 at \$37.16; 500 at \$37.17; 1,200 at \$37.18; 1,600 at \$37.30; 100 at \$37.32; 2,100 at \$37.33; 1,200 at \$37.34; 500 at \$37.37; 200 at \$37.38; 100 at \$37.40; 300 at \$37.45; 100 at \$37.48; 100 at \$37.49; 300 at \$37.50; 600 at \$37.51; 3,800 at \$37.52; 400 at \$37.53; 400 at \$37.54; 300 at \$37.55; 500 at \$37.56; 1,900 at \$37.58; 1,000 at \$37.59; 700 at \$37.60; 300 at \$37.61; 1,500 at \$37.62; 3,700 at \$37.64; 1,700 at \$37.65 and 600 at \$37.66.

(2) Based upon units held in 401K Plan and the fair market value of Common Stock as of 11/11/05.

(3) The option vested in three equal installments on April 2, 2004, 2005 and 2006.

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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