

MCDERMOTT INTERNATIONAL INC

Form 4

May 10, 2006

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
FEES JOHN A

(Last) (First) (Middle)

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

(Street)

HOUSTON, TX 70112

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol

**MCDERMOTT INTERNATIONAL
INC [MDR]**

3. Date of Earliest Transaction
(Month/Day/Year)
05/08/2006

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
Pres&COO-BWX Technologies

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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. 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	05/08/2006		M		15,533	A	\$ 3.15
Common Stock	05/08/2006		S		15,533	D	<u>11</u>
Common Stock							5,391 ⁽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	05/08/2006		M	15,533	(3) 04/02/2013	Common Stock	15,533

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 70112

Pres&COO-BWX Technologies

Signatures

Liane K. Hinrichs,
Attorney-in-fact

05/10/2006

__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 stock was sold in multiple transactions at the following prices: 100 @ \$69.4496; 200 @ \$69.46; 200 @ \$69.47; 400 @ \$69.54; 400 @ \$69.67; 400 @ \$69.6726; 400 @ \$69.75; 100 @ \$69.756; 500 @ \$69.76; 400 @ \$69.77; 100 @ \$69.776; 400 @ \$69.80; 100 @ \$69.81; 300 @ \$69.816; 100 @ \$69.83; 400 @ \$69.85; 200 @ \$69.8542; 200 @ \$69.8584; 600 @ \$69.87; 200 @ \$69.8742; 500 @ \$69.88; 200 @ \$69.89; 300 @ \$69.8924; 633 @ \$69.90; 600 @ \$69.91; 100 @ \$69.9136; 400 @ \$69.93; 500 @ \$69.9308; 200 @ \$69.9398; 200 @ \$69.94; 600 @ \$69.95; 900 @ \$69.96; 400 @ \$69.9648; 500 @ \$69.9732; 500 @ \$69.99; 600 @ \$70.01; 500 @ \$70.0148; 400 @ \$70.0156; 200 @ \$70.05; 200 @ \$70.0612; 500 @ \$70.088; 400 @ \$70.11; and 500 @ \$70.1696.

(2) Based upon units held in 401K Plan and the fair market value of Common Stock as of 5/5/06.

(3) The option provided for vesting 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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