

WILKINSON BRUCE W
Form 4
June 05, 2006

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 *
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)
06/01/2006

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 Ownership (Instr. 4)
			Code	V Amount (D) Price			
Common Stock	06/01/2006		M ⁽¹⁾	30,000 A \$ 2.1	420,703	D	
Common Stock	06/01/2006		S ⁽¹⁾	30,000 D 2	390,703 ⁽³⁾	D	
Common Stock					6,973 ⁽⁴⁾	I	401(K) Plan

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)	\$ 2.1 ⁽⁵⁾	06/01/2006		M ⁽¹⁾	30,000 ⁽⁵⁾	⁽⁶⁾ 04/02/2013	Common Stock	30,000 ⁽⁵⁾

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

Liane K. Hinrichs,
Attorney-in-Fact

**Signature of Reporting Person Date
06/05/2006

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 stock was sold in multiple transactions at the following prices: 500 shares at \$43.51; 200 shares at \$43.57; 100 shares at \$43.58; 1,500 shares at \$43.60; 700 shares at \$43.61; 200 shares at \$43.62; 1,600 shares at \$43.63; 900 shares at \$43.6339; 1,800 shares at \$43.64; 2,100 shares at \$43.65; 2,800 shares at \$43.66; 1,800 shares at \$43.67; 1,300 shares at \$43.679; 1,100 shares at \$43.68; 1,400 shares at \$43.69; 2,000 shares at \$43.70; 500 shares at \$43.72; 400 shares at \$43.73; 800 shares at \$43.733; 300 shares at \$43.74; 1,698 shares at \$43.75; 2 shares at \$43.76; 600 shares at \$43.77; 300 shares at \$43.78; 1,000 shares at \$43.80; 645 at \$43.86; 200 shares at \$43.87; 100 shares at \$43.90; 655 shares at \$43.9375; and 2,800 shares at \$44.10.
- (3)

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On 5/31/06, the common stock of MDR split 3-for-2, resulting in the reporting person's ownership of 130,234 additional shares of common stock.

- (4) Based upon units held in 401K Plan and the fair market value of Common Stock as of June 1, 2006. On May 31, 2006, the common stock of MDR split 3-for-2, resulting in additional shares of common stock received.
- (5) This option was previously reported as covering 20,000 shares at an exercise price of \$3.15 per share, but was adjusted to reflect the stock split that occurred on May 31, 2006.
- (6) The option provided for vesting in three equal installments, on April 2, 2004, 2005 and 2006.
- (7) On May 31, 2006, the common stock of MDR split 3-for-2, resulting in the reporting person's ownership of 16,683 additional shares of common stock.

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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