MCDERMOTT INTERNATIONAL INC
Form 4
August 23, 2006

FORM 4

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

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

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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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
CAMBRE RONALD C

(Last) (First) (Middle)

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

(Street)

HOUSTON, TX 77079

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
MCDERMOTT INTERNATIONAL INC [MDR]

3. Date of Earliest Transaction (Month/Day/Year)
08/21/2006

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

__X__ Director _____ 10% Owner
_____ Officer (give title below) _____ Other (specify below)

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. 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	08/21/2006		M		450	A	$ 10.4792	15,459	D	
Common Stock	08/21/2006		S		450	D	$ 49.9	15,009	D	
Common Stock	08/21/2006		M		1,350	A	$ 13.29	16,359	D	
Common Stock	08/21/2006		S		1,350	D	$ 49.9	15,009	D	
	08/21/2006		M		2,500	A		17,509	D	

Common Stock					$ 13.4533		
Common Stock	08/21/2006	S	2,500	D	$ 49.9	15,009	D
Common Stock	08/21/2006	M	450	A	$ 5.8233	15,459	D
Common Stock	08/21/2006	S	450	D	$ 49.9	15,009	D
Common Stock	08/21/2006	M	5,000	A	$ 5.0166	20,009	D
Common Stock	08/21/2006	S	5,000	D	$ 49.9	15,009	D
Common Stock	08/21/2006	M	1,350	A	$ 3.3	16,359	D
Common Stock	08/21/2006	S	1,350	D	$ 49.9	15,009	D
Common Stock	08/21/2006	M	188	A	$ 5.6066	15,197	D
Common Stock	08/21/2006	S	188	D	$ 49.9	15,009	D
Common Stock	08/21/2006	M	1,350	A	$ 7.7656	16,359	D
Common Stock	08/21/2006	S	1,350	D	$ 49.9	15,009	D
Common Stock	08/21/2006	M	7,500	A	$ 7.1733	22,509	D
Common Stock	08/21/2006	S	7,500	D	$ 49.9	15,009	D
Common Stock	08/21/2006	M	1,762	A	$ 3.3	16,771	D
Common Stock	08/21/2006	S	1,762	D	(1)	15,009 (2)	D

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

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SEC 1474 (9-02)

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. D S (I
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Options (Right to Buy)	$ 10.4792 (3)	08/21/2006		M			450 (3)	11/01/2002	05/01/2012	Common Stock	450 (3)	
Stock Options (Right to Buy)	$ 13.29 (4)	08/21/2006		M			1,350 (4)	11/04/2005	05/04/2015	Common Stock	1,350 (4)	
Stock Options (Right to Buy)	$ 13.4533 (5)	08/21/2006		M			2,500 (5)	(6)	05/12/2015	Common Stock	2,500 (5)	
Stock Options (Right to Buy)	$ 5.8233 (7)	08/21/2006		M			450 (7)	11/05/2004	05/05/2014	Common Stock	450 (7)	
Stock Options (Right to Buy)	$ 5.0166 (8)	08/21/2006		M			5,000 (8)	(9)	05/13/2014	Common Stock	5,000 (8)	
Stock Options (Right to Buy)	$ 3.3 (10)	08/21/2006		M			1,350 (10)	11/09/2003	05/09/2013	Common Stock	1,350 (10)	
Stock Options (Right to Buy)	$ 5.6066 (11)	08/21/2006		M			188 (11)	06/06/2001	12/06/2010	Common Stock	188 (11)	
Stock Options (Right to Buy)	$ 7.7656 (12)	08/21/2006		M			1,350 (12)	11/04/2001	05/04/2011	Common Stock	1,350 (12)	
Stock Options	$ 7.1733 (13)	08/21/2006		M			7,500 (13)	11/01/2002	08/10/2011	Common Stock	7,500 (13)	

(Right to Buy)									
Stock Options (Right to Buy)	$ 3.3 (14)	08/21/2006		M	1,762 (14)	(15)	05/09/2013	Common Stock	1,762 (14)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CAMBRE RONALD C C/O MCDERMOTT INTERNATIONAL, INC. 777 N. ELDRIDGE PARKWAY HOUSTON, TX 77079	X			

Signatures

Liane K. Hinrichs, Attorney-in-Fact	08/23/2006
**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: 500 shares sold at $49.95 and 1,262 shares sold at $49.90.

(2) The reporting person's ownership of common stock has been adjusted to reflect the 3-for-2 stock split that occurred on May 31, 2006.

(3) This option was previously reported as covering 300 shares at an exercise price of $15.7188 per share, but was adjusted to reflect the 3 - for - 2 Stock Split that occurred on May 31, 2006.

(4) This option was previously reported as covering 900 shares at an exercise price of $19.935 per share, but was adjusted to reflect the 3 - for - 2 Stock Split that occurred on May 31, 2006.

(5) This option was previously reported as covering 5000 shares at an exercise price of $20.18 per share, but was adjusted to reflect the 3 - for - 2 Stock Split that occurred on May 31, 2006.

(6) The options provided for vesting in three equal installments on May 12, 2006, 2007 and 2008.

(7) This option was previously reported as covering 300 shares at an exercise price of $8.735 per share, but was adjusted to reflect the 3 - for - 2 Stock Split that occurred on May 31, 2006.

(8) This option was previously reported as covering 5000 shares at an exercise price of $7.525 per share, but was adjusted to reflect the 3 - for - 2 Stock Split that occurred on May 31, 2006.

(9) The options provided for vesting in three equal installments on May 13, 2005, 2006 and 2007.

(10) This option was previously reported as covering 900 shares at an exercise price of $4.95 per share, but was adjusted to reflect the 3 - for - 2 Stock Split that occurred on May 31, 2006.

(11) This option was previously reported as covering 125 shares at an exercise price of $8.41 per share, but was adjusted to reflect the 3 - for - 2 Stock Split that occurred on May 31, 2006.

(12) This option was previously reported as covering 900 shares at an exercise price of $11.6484 per share, but was adjusted to reflect the 3 - for - 2 Stock Split that occurred on May 31, 2006.

(13) This option was previously reported as covering 5000 shares at an exercise price of $10.76 per share, but was adjusted to reflect the 3 - for - 2 Stock Split that occurred on May 31, 2006.

(14) This option was previously reported as covering 10000 shares at an exercise price of $4.95 per share, but was adjusted to reflect the 3 - for - 2 Stock Split that occurred on May 31, 2006.

(15) The options provided for vesting in three equal installments on May 9, 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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