NESSER JOHN T III
Form 4
November 15, 2010

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 *
NESSER JOHN T III

(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)
08/02/2010

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)
EVP, COO

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								314,181	D	
Common Stock								200,000	I	By GRAT (1)
Common Stock								14,491	I	401K Plan (2)

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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(3)	08/02/2010		J(4)	V	23,874		(5)	03/05/2012	Common Stock	23,874
Stock Options (right to buy)	$ 5.64	08/02/2010		J(6)	V	45,172		(7)	03/05/2016	Common Stock	45,172
Restricted Stock Units	(3)	08/02/2010		J(8)	V	24,828		(9)	03/04/2013	Common Stock	24,828
Stock Options (right to buy)	$ 13.09	08/02/2010		J(10)	V	36,818		(11)	03/04/2017	Common Stock	36,818

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NESSER JOHN T III C/O MCDERMOTT INTERNATIONAL, INC. 777 N. ELDRIDGE PARKWAY HOUSTON, TX 77079			EVP, COO	

Signatures

Robert E. Stumpf, by power of attorney	11/15/2010
**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)	On October 27, 2010, the reporting person contributed 200,000 shares of MDR common stock to a grantor retained annuity trust of which the reporting person is Trustee and has indirect beneficial ownership.
(2)	Based upon units held in 401K Plan and the fair market value of Common Stock as of November 10, 2010.
(3)	Each restricted stock unit represents a contingent right to receive one share of MDR common stock.
(4)	11,556 additional restricted stock units were granted as a result of adjustments in connection with the July 30, 2010 spin-off of The Babcock & Wilcox Company (the "Spin-off").
(5)	The restricted stock units generally vest in three equal annual installments beginning March 5, 2010.
(6)	These options were originally reported as covering 34,959 shares at an exercise price of $10.93 per share, but only options covering 23,306 shares were outstanding immediately prior to the Spin-off, and these options were adjusted in connection with the Spin-off.
(7)	The options generally vest and become exercisable in three equal annual installments beginning March 5, 2010.
(8)	12,018 additional restricted stock units were granted as a result of adjustments in connection with the Spin-off.
(9)	The restricted stock units generally vest in three equal annual installments beginning March 4, 2011.
(10)	These options were originally reported as covering 18,996 shares at an exercise price of $25.37 per share, and these options were adjusted in connection with the Spin-off.
(11)	The options generally vest and become exercisable in three equal annual installments beginning March 4, 2011.

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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