

McCormack John T  
Form 4  
March 07, 2012

**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  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
McCormack John T

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)  
757 N. ELDRIDGE PARKWAY  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/05/2012

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)  
EVP, Chief Operating Officer

HOUSTON, TX 77079

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting  
Person

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 03/05/2012                              |                                                             | M                                    | 9,974 A                                                                 | 15,233                                                                                                             | D                                                                       |                                                                   |
| Common<br>Stock                       | 03/05/2012                              |                                                             | F                                    | 2,638 D                                                                 | \$ 14.355 12,595                                                                                                   | D                                                                       |                                                                   |
| Common<br>Stock                       | 03/05/2012                              |                                                             | M                                    | 17,316 A                                                                | 29,911                                                                                                             | D                                                                       |                                                                   |
| Common<br>Stock                       | 03/05/2012                              |                                                             | F                                    | 4,580 D                                                                 | \$ 14.44 25,331                                                                                                    | D                                                                       |                                                                   |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                         | 1,252 <sup>(2)</sup>                                                                                               | I                                                                       | 401 K<br>Plan                                                     |

# Edgar Filing: McCormack John T - Form 4

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 required to respond unless the form displays a currently valid OMB control number.**

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 Security (Instr. 3 and 4) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable Expiration Date                         | Title                                                       |
| Restricted Stock Units                     | (1)                                                    | 03/05/2012                           |                                                    | M                              | 9,974                                                                                   | (3) (3)                                                  | Common Stock                                                |
| Restricted Stock Units                     | (1)                                                    | 03/05/2012                           |                                                    | M                              | 17,316                                                                                  | 03/05/2012 03/05/2012                                    | Common Stock                                                |
| Restricted Stock Units                     | (1)                                                    | 03/05/2012                           |                                                    | A                              | 25,968                                                                                  | (4) (4)                                                  | Common Stock                                                |
| Stock Option (right to buy)                | \$ 14.44                                               | 03/05/2012                           |                                                    | A                              | 53,955                                                                                  | (5) 03/05/2019                                           | Common Stock                                                |

## Reporting Owners

| Reporting Owner Name / Address                                   | Relationships                    |
|------------------------------------------------------------------|----------------------------------|
|                                                                  | Director 10% Owner Officer Other |
| McCormack John T<br>757 N. ELDRIDGE PARKWAY<br>HOUSTON, TX 77079 | EVP, Chief Operating Officer     |

## Signatures

Liane K. Hinrichs, by Power of Attorney  
03/07/2012

\*\*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) Each restricted stock unit represents a contingent right to receive one share of MDR common stock.
- (2) Based upon units held in 401K Plan and the fair market value of Common Stock as of March 5, 2012.
- (3) The restricted stock units vest in three equal annual installments beginning March 5, 2010.
- (4) The restricted stock units vest in three equal annual installments beginning March 5, 2013.
- (5) The option is exercisable in three equal annual installments beginning March 5, 2013.

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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