

JOHNSON STEPHEN MARCUM

Form 4

March 07, 2013

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

OMB APPROVAL

OMB
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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 *
JOHNSON STEPHEN MARCUM2. 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)

HOUSTON, TX 77079

(City)

(State)

(Zip)

3. Date of Earliest Transaction
(Month/Day/Year)
03/05/20134. If Amendment, Date Original
Filed(Month/Day/Year)☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify
below)

Chairman, President and CEO

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)
Common Stock	03/05/2013		M	28,855 A	475,921	D	
Common Stock	03/05/2013		F	7,891 D	\$ 468,030	D	
Common Stock					610 (2)	I	401 K Plan

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

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(9-02)

number.

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	Amount of Shares
Restricted Stock Units	(1)	03/05/2013		M			28,855	(3)	(3)	Common Stock	28,855
Restricted Stock Units	(1)	03/05/2013		A		119,044		(4)	(4)	Common Stock	119,044
Stock Option (right to buy)	\$ 10.5	03/05/2013		A		257,730		(5)	03/05/2020	Common Stock	257,730

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JOHNSON STEPHEN MARCUM 757 N. ELDRIDGE PARKWAY HOUSTON, TX 77079	X		Chairman, President and CEO	

Signatures

Liane K. Hinrichs, by Power of Attorney 03/07/2013

__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 401 K Plan and the fair market value of Common Stock as of March 4, 2013.

(3) The restricted stock units vest in three equal annual installments beginning March 5, 2013.

(4) The restricted stock units vest in four equal annual installments beginning March 5, 2014.

(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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