

MCDERMOTT INTERNATIONAL INC  
 Form 4  
 October 04, 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**

(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)  
 10/02/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 Chairman 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 Indirect Ownership (Instr. 4)				
				(A) or (D)	Price						
			Code	V	Amount						
Common Stock	10/02/2006		M <sup>(1)</sup>		30,000	A	\$ 5.1458	415,235	D		
Common Stock	10/02/2006		S <sup>(1)</sup>		30,000	D	2	385,235	D		
Common Stock								4,976	<sup>(3)</sup>	I	401 (K) Plan

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

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SEC 1474 (9-02)

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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)	\$ 5.1458	10/02/2006		M <sup>(1)</sup>	30,000	<sup>(4)</sup> 08/01/2010	Common Stock	30,000

## 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  
Date: 10/04/2006

\*\*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 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.  
The shares were sold in multiple transactions at the following prices: 100 shares @ \$41.18; 1,100 shares @ \$41.22; 200 shares @ \$41.23; 200 shares @ \$41.25; 1,000 shares @ \$41.26; 2,500 shares @ \$41.27; 500 shares @ \$41.28; 900 shares @ \$41.29; 800 shares @ \$41.30; 200 shares @ \$41.31; 400 shares @ \$41.33; 1,700 shares @ \$41.35; 800 shares @ \$41.36; 1,100 shares @ \$41.37; 800 shares @ \$41.38; 1,200 shares @ \$41.39; 300 shares @ \$41.40; 300 shares @ \$41.41; 1,000 shares @ \$41.42; 700 shares @ \$41.45; 1,600 shares @ \$41.47; 2,000 shares @ \$41.49; 700 shares @ \$41.50; 300 shares @ \$41.51; 700 shares @ \$41.52; 600 shares @ \$41.54; 300 shares @ \$41.56; 400 shares @ \$41.59; 400 shares @ \$41.60; 500 shares @ \$41.64; 600 shares @ \$41.65; 500 shares @ \$41.74; 300 shares @ \$41.75; 100 shares @ \$41.78; 500 shares @ \$41.79; 1,800 shares @ \$41.80; 400 shares @ \$41.81; 600 shares @ \$41.82; 800 shares @ \$41.84; 500 shares @ \$41.87; 500 shares @ \$41.89; and 100 shares @ \$41.90.

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- (3) Based upon units held in 401K Plan and the fair market value of Common Stock as of September 29, 2006.
- (4) The option vested in three equal installments on August 1, 2001, 2002, and 2003.

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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