

Hinrichs Liane K  
 Form 3  
 February 02, 2007

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â Hinrichs Liane K		(Month/Day/Year)	MCDERMOTT INTERNATIONAL INC [MDR]	
(Last)	(First)	(Middle)	01/24/2007	
777 N. ELDRIDGE PARKWAY			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
HOUSTON,Â TXÂ 77079			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			(give title below) (specify below)	<input type="checkbox"/> Form filed by More than One Reporting Person
			VP, Gen. Counsel & Corp. Sec.	

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	3,000	D	Â
Common Stock	950 <sup>(1)</sup>	I	401 (k)

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Stock Options (Right to Buy)	04/02/2006 <sup>(2)</sup>	04/02/2013	Common Stock	1,800	\$ 2.1	D	Â
Stock Options (Right to Buy)	03/18/2007 <sup>(3)</sup>	03/18/2014	Common Stock	6,300	\$ 6.0066	D	Â
Stock Options (Right to Buy)	05/12/2007 <sup>(4)</sup>	05/12/2015	Common Stock	4,545	\$ 13.4533	D	Â
Deferred Stock Units	05/12/2007 <sup>(5)</sup>	05/12/2010	Common Stock	1,740	\$ 0 <sup>(6)</sup>	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hinrichs Liane K 777 N. ELDRIDGE PARKWAY HOUSTON, TX 77079	Â	Â	Â VP, Gen. Counsel & Corp. Sec.	Â

## Signatures

Benjamin H.  
Bash

02/02/2007

\*\*Signature of  
Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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) Based upon units held in 401(K) Plan and the fair market value of Common Stock as of 1/23/2007.
  - (2) The option became exercisable on April 2, 2006.
  - (3) The option became exercisable as to 3,150 shares on March 18, 2006, and becomes exercisable as to the remaining 3,150 shares on March 18, 2007.
  - (4) The option became exercisable as to 1,515 shares on May 12, 2006, and becomes exercisable as to the remaining 3,030 shares in two equal installments on May 12, 2007 and May 12, 2008.
  - (5) Vests in four equal annual installments, with the first installment vesting on this date. Vested units will be paid in cash in an amount equal to the number of vested units multiplied by the average stock price on the vesting date.
  - (6) 1-for-1

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.