

WILKINSON BRUCE W  
Form 4  
August 03, 2007

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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

2. Issuer Name and Ticker or Trading Symbol  
MCDERMOTT INTERNATIONAL INC [MDR]

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chairman and CEO

(Last) (First) (Middle)  
C/O MCDERMOTT INTERNATIONAL, INC., 777 N. ELDRIDGE PARKWAY  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
08/01/2007

HOUSTON, TX 77079  
(City) (State) (Zip)

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

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 Beneficial Ownership (Instr. 4)			
				(A) or (D)	Price					
			Code	V	Amount					
Common Stock	08/01/2007		M <sup>(1)</sup>		69,050	A	\$ 6.0066	426,947	D	
Common Stock	08/01/2007		M <sup>(1)</sup>		950	A	\$ 9.6666	427,897	D	
Common Stock	08/01/2007		S		70,000	D	<u>(2)</u> <u>(3)</u>	357,897	D	
Common Stock								5,101 <u>(4)</u>	I	401 K Plan

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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)

Table with columns for 1. Title of Derivative Security, 2. Conversion or Exercise Price, 3. Transaction Date, 3A. Deemed Execution Date, 4. Transaction Code, 5. Number of Derivative Securities, 6. Date Exercisable and Expiration Date, 7. Title and Amount of Underlying Securities. Includes two entries for Stock Option (Right to Buy) with details on price, date, and shares.

Reporting Owners

Table with columns: Reporting Owner Name / Address, Director, 10% Owner, Officer, Other. Lists WILKINSON BRUCE W C/O MCDERMOTT INTERNATIONAL, INC. as Chairman and CEO.

Signatures

Liane K. Hinrichs, by power of attorney 08/03/2007
\*\*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) This sale and underlying exercises reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on March 6, 2007.

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- The stock was sold in multiple transactions at the following prices: 400 @ \$80.17; 1200 @ \$80.18; 400 @ \$80.20; 600 @ \$80.22; 1600 @ \$80.24; 2600 @ \$80.25; 400 @ \$80.26; 1200 @ \$80.27; 400 @ \$80.29; 400 @ \$80.30; 700 @ \$80.32; 700 @ \$80.33; 1,200 @ \$80.34; 400 @ \$80.35; 100 @ \$80.36; 500 @ \$80.37; 100 @ \$80.39; 600 @ \$80.41; 600 @ \$80.43; 800 @ \$80.44; 400 @ \$80.45; 400 @ \$80.47; 900 @ \$80.49; 200 @ \$80.50; 200 @ \$80.54; 200 @ \$80.55; 200 @ \$80.56; 200 @ \$80.57; 200 @ \$80.64; 400 @ \$80.67; 300 @ \$80.69; 200 @ \$80.70; 400 @ \$80.72; 200 @ \$80.75; 100 @ \$80.77; 200 @ \$80.79; 200 @ \$80.81; 800 @ \$80.83; 500 @ \$80.88; 800 @ \$80.89; 600 @ \$80.90; 200 @ \$80.95; 300 @ \$80.96; 200 @ \$80.98; 200 @ \$81.15; 600 @ \$81.19; 200 @ \$81.20; 300 @ \$81.24; 500 @ \$81.25; 1,100 @ \$81.26; 600 @ \$81.29; 1,400 @ \$81.30; 600 @ \$81.31; 800 @ \$81.32; 400 @ \$81.33; 1,200 @ \$81.34; 300 @ \$81.36; 868 @ \$81.37; 700 @ \$81.38; 100 @ \$81.39; 900 @ \$81.40; continued on footnote no. 3
- continued from footnote no. 2; 200 @ \$81.41; 400 @ \$81.42; 964 @ \$81.43; 1526 @ \$81.44; 2006 @ \$81.45; 1400 @ \$81.47; 800 @ \$81.48; 800 @ \$81.49; 1200 @ \$81.51; 300 @ \$81.52; 200 @ \$81.53; 100 @ \$81.54; 200 @ \$81.56; 1200 @ \$81.57; 200 @ \$81.58; 2,300 @ \$81.59; 600 @ \$81.60; 200 @ \$81.61; 1470 @ \$81.62; 2330 @ \$81.63; 900 @ \$81.64; 500 @ \$81.66; 400 @ \$81.67; 600 @ \$81.68; 1300 @ \$81.69; 700 @ \$81.70; 900 @ \$81.71; 300 @ \$81.72; 800 @ \$81.73; 2200 @ \$81.74; 300 @ \$81.75; 200 @ \$81.77; 300 @ \$81.96; 200 @ \$81.99; 100 @ \$82.00; 364 @ \$82.11; 136 @ \$82.50; 400 @ \$82.71; 500 @ \$82.72; 100 @ \$82.74; 100 @ \$83.00; 300 @ \$83.01; 200 @ \$83.06; 200 @ \$83.07; 3,900 @ \$83.18; 436 @ \$83.35; 1100 @ \$83.43 and 200 @ \$83.46.
- (2) Based upon units held in 401K Plan and the fair market value of Common Stock as of August 1, 2007.
- (3) The options vested in three equal installments on March 18, 2005, 2006 and 2007.
- (6) This option was originally reported as covering 200,000 share and an exercise price of \$14.50, but was adjusted to reflect the 3-for-2 stock split completed May 31, 2006.
- (7) This option vested in three equal installments on March 6, 2003, 2004 and 2005.

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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