

MCDERMOTT INTERNATIONAL INC
 Form 4
 April 04, 2006

FORM 4

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

OMB APPROVAL

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

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)

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

3. Date of Earliest Transaction (Month/Day/Year)
04/02/2006

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman and CEO

(Street)
HOUSTON, TX 77079

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)
Common Stock	04/02/2006		M	59,700 A	\$ 0 340,169	D	
Common Stock	04/02/2006		D	59,700 D	\$ 54,224 280,469	D	
Common Stock	04/03/2006		M ⁽¹⁾	20,000 A	\$ 7.7188 300,469	D	
Common Stock	04/03/2006		S ⁽¹⁾	20,000 D	280,469	D	
					3,287 ⁽³⁾	I	

Edgar Filing: MCDERMOTT INTERNATIONAL INC - Form 4

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 stock was sold in multiple transactions at the following prices: 1,700 @ \$54.70; 100 @ \$54.90; 100 @ \$54.95; 400 @ \$54.98; 400 @ \$54.99; 320 @ \$55.02; 400 @ \$55.03; 80 @ \$55.08; 200 @ \$55.09; 700 @ \$55.10; 700 @ \$55.12; 400 @ \$55.16; 200 @ \$55.17; 500 @ \$55.18; 100 @ \$55.19; 100 @ \$55.20; 200 @ \$55.24; 700 @ \$55.25; 1000 @ \$55.30; 500 @ \$55.31; 400 @ \$55.32; 200 @ \$55.33; 200 @ \$55.34; 1000 @ \$55.38; 400 @ \$55.39; 1,700 @ \$55.40; 100 @ \$55.41; 200 @ \$55.42; 500 @ \$55.43; 900 @ \$55.44; 800 @ \$55.45; 100 @ \$55.48; 200 @ \$55.49; 500 @ \$55.50; 400 @ \$55.51; 400 @ \$55.52; 1,100 @ \$55.53; 600 @ \$55.54; 600 @ \$55.55; 200 @ \$55.56; 400 @ \$55.57; 300 @ \$55.60.
- (3) Based upon units held in 401K Plan and the fair market value of Common Stock as of 3/31/06.
 - (4) The option provided for vesting in three equal installments, on August 1, 2001, 2002 and 2003.
 - (5) Each performance unit represented a contingent right to receive a cash payment equal to the number of vested units multiplied by the 10-day average price of MDR common stock on the vesting date.
 - (6) In accordance with the terms of the grant, 150% of the 39,800 units granted on 4/2/03 vested.

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.