Ittner Gary A Form 4 May 15, 2012

## FORM 4

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

Check this box if no longer

subject to Section 16. Form 4 or

Form 5 obligations may continue. See Instruction 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(b).

(Last)

(Instr. 3)

1. Name and Address of Reporting Person \* Ittner Gary A

> (Middle) (First)

2 HOUSTON CENTER, 909 FANNIN, SUITE 3100

HOUSTON, TX 77010

(Street)

2. Issuer Name and Ticker or Trading Symbol

MRC GLOBAL INC. [MRC]

3. Date of Earliest Transaction (Month/Day/Year) 05/11/2012

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

OMB

Number:

Expires:

response...

Estimated average

burden hours per

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner X\_ Officer (give title Other (specify below)

Exec VP & Chief Admin Officer

6. Individual or Joint/Group Filing(Check

Applicable Line) \_X\_ 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

(City) (State) (Zip)

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8)

(Instr. 3, 4 and 5)

Code V Amount (D) Price

(A)

Securities Beneficially Owned Following Reported

5. Amount of

Transaction(s) (Instr. 3 and 4)

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (T)

(Instr. 4) (Instr. 4)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

#### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Conversion Security or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. 5. Number of **Transaction**Derivative Code Securities Acquired 6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount Underlying Securitie (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8) (A) or Disposed of (D) (Instr. 3, 4, and 5)						
				Code V	/ (A)	(D)	Date Exercisable	Expiration Date	Title	Amour or Number of Shar
Stock Option (right to buy)	\$ 21.05	05/11/2012		A <u>(1)</u>	21,853		<u>(1)</u>	12/03/2019	Common Stock	21,85
Stock Option (right to buy)	\$ 22.84	05/11/2012		D(1)		21,853	<u>(1)</u>	12/03/2019	Common Stock	21,85

# **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

Ittner Gary A 2 HOUSTON CENTER, 909 FANNIN, SUITE 3100 HOUSTON, TX 77010

Exec VP & Chief Admin Officer

### **Signatures**

/s/ Brian K. Shore, Attorney-in-fact 05/15/2012

\*\*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).

The two transactions reported involve the amendment of an outstanding option to reduce the exercise price, resulting in the deemed cancellation of such option and the grant of a replacement option. The option was originally granted on December 3, 2009. Other than the exercise price, all terms and conditions of the option remain unchanged. 33 1/3% of the option will become exercisable on each of 12/3/2012, 12/3/2013 and 12/3/2014.

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.

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