

MRC GLOBAL INC.
Form 4
February 22, 2016

FORM 4

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

OMB APPROVAL

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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 *
Lane Andrew R

(Last) (First) (Middle)

FULBRIGHT TOWER, 1301
MCKINNEY ST., SUITE 2300

(Street)

HOUSTON, TX 77010

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
MRC GLOBAL INC. [MRC]

3. Date of Earliest Transaction
(Month/Day/Year)
02/18/2016

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, President & 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount (D) Price		
Common Stock	02/18/2016		A	V	189,334 (1) \$ 0	D	
Common Stock	02/18/2016		G(2)	V	189,334 (1) \$ 0	D	
Common Stock	02/18/2016		G(2)	V	189,334 (1) \$ 0	I	Through A Limited Partnership
Common Stock	02/18/2016		A	V	209,644 (3) \$ 0	D	
Common Stock	02/18/2016		G(2)	V	209,644 (3) \$ 0	D	

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Common Stock	02/18/2016		G ⁽²⁾	V	209,644 <u>(3)</u>	A	\$ 0	702,308	I	Through A Limited Partnership
Common Stock	02/18/2016		F		2,480 <u>(4)</u>	D	\$ 9.41	699,828	I	Through A Limited Partnership

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

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(9-02)

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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 3, 4, and 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Lane Andrew R FULBRIGHT TOWER 1301 MCKINNEY ST., SUITE 2300 HOUSTON, TX 77010	X		Chairman, President & CEO	

Signatures

Andrew R. Lane 02/22/2016
 **Signature of Date
 Reporting Person

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) On 2/18/2016, the reporting person received 189,334 Restricted Stock Units (the "February 2016 Grant"). Each Restricted Stock Unit represents a contingent right to receive one share of issuer's Common Stock. 34% of the February 2016 Grant will vest on 2/18/2017 and 33% of the February 2016 Grant will vest on each of 2/18/2018 and 2/18/2019, each conditioned on the reporting person's continued service with the issuer and subject to accelerated vesting under certain circumstances.

(2) The reporting person transferred the Restricted Stock Units as a gift to a family limited partnership.

(3) On 2/18/2016, the reporting person received 209,644 Restricted Stock Units (the "Special February 2016 Grant"). Each Restricted Stock Unit represents a contingent right to receive one share of the issuer's Common Stock. 50% of the Special February 2016 Grant will vest on 2/18/2018 and 50% of the Special February 2016 Grant will vest on 2/18/2020, each conditioned on the reporting person's continued service with the issuer and subject to accelerated vesting under certain circumstances.

(4) The reporting person surrendered these shares to satisfy tax withholding obligations resulting from the vesting of certain share of the issuer's Common Stock.

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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