NEALE GARY L Form 4 March 28, 2013

## FORM 4

#### OMB APPROVAL

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
Estimated average

Form 4 or Form 5 obligations may continue.

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

burden hours per response... 0.5

See Instruction 1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person \*

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to

NEALE GARY L

Symbol

CHICAGO BRIDGE & IRON CO N V [CBI]

(Check all applicable)

(First)

(Street)

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

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

801 EAST 86TH AVENUE 03/2

(Middle)

03/28/2013

6. Individual or Joint/Group Filing(Check

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

(Instr. 8)

Applicable Line)

Y. Form filed by One Penorting Person

riied(Month/Day/Year)

\_X\_ Form filed by One Reporting Person \_\_\_ Form filed by More than One Reporting

(Instr. 4)

Person

Issuer

MERRILLVILLE, IN 46410

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date

2A. Deemed 3. Execution Date, if Tr

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

(Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned 6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership

(Instr. 4)

(A)

Following Reported Transaction(s)

(Instr. 3 and 4)

or
Code V Amount (D) Price

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

(Month/Day/Year)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474

(9-02)

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

1. Title of 3. Transaction Date 3A. Deemed 5. Number of 6. Date Exercisable and 7. Title and Amount of 8. Pı TransactionDerivative **Expiration Date Underlying Securities** Derivative Conversion (Month/Day/Year) Execution Date, if Deri (Month/Day/Year) (Instr. 3 and 4) Security or Exercise Code Securities Secu any

#### Edgar Filing: NEALE GARY L - Form 4

(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8	or (D (In	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					(Ins	(Inst
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Unit (1)	<u>(2)</u>	03/28/2013		A	28	8.912		<u>(3)</u>	(3)	Common Stock	28.912	5

# **Reporting Owners**

Reporting Owner Name / Address	Relationships							
• 0	Director	10% Owner	Officer Other					
NEALE GARY L 801 EAST 86TH AVENUE MERRILLVILLE, IN 46410	X							

## **Signatures**

Cindy A. McMinn as Attorney in Fact

03/28/2013

\*\*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) Acquired pursuant to the CB&I Supervisory Board of Directors Fee Payment Plan.
- (**2**) 1-for-1
- (3) Shares of Phantom Stock are payable in common stock one year after the reporting person's retirement from the Supervisory Board of the Company.

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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