

CHICAGO BRIDGE & IRON CO N V
 Form 4
 June 04, 2014

FORM 4

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

OMB APPROVAL

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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 *
 Stockton Westley S.

2. Issuer Name and Ticker or Trading Symbol
 CHICAGO BRIDGE & IRON CO N V [CBI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 2103 RESEARCH FOREST DRIVE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 06/03/2014

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 VP, Controller, CAO

THE WOODLANDS, TX 77380

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

(City) (State) (Zip)

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	(A) or (D)	Price			
Common Stock	06/03/2014		M		2,428	A	\$ 8.19	10,432	D	
Common Stock	06/03/2014		M		232	A	\$ 45.31	10,664	D	
Common Stock	06/03/2014		M		218	A	\$ 45.36	10,882	D	
Common Stock	06/03/2014		M		533	A	\$ 47	11,415	D	
Common Stock	06/03/2014		M		232	A	\$ 22.1	11,647	D	

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Common Stock	06/03/2014	M	218	A	\$ 22.28	11,865	D
Common Stock	06/03/2014	M	232	A	\$ 30.51	12,097	D
Common Stock	06/03/2014	M	534	A	\$ 29.61	12,631	D
Common Stock	06/03/2014	<u>S</u> ⁽¹⁾	4,627	D	\$ 81.1876 <u>(2)</u>	8,004	D

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. Amount or Number of Shares
Stock Option (right to buy)	\$ 8.19	06/03/2014		M	1,978	02/20/2011 02/02/2019	Common Stock	1,978
Stock Option (right to buy)	\$ 45.31	06/03/2014		M	232	02/21/2011 02/21/2018	Common Stock	232
Stock Option (right to buy)	\$ 45.36	06/03/2014		M	218	02/22/2011 02/22/2018	Common Stock	218
Stock Option (right to buy)	\$ 47	06/03/2014		M	533	02/27/2011 02/27/2018	Common Stock	533

Stock Option (right to buy)	\$ 8.19	06/03/2014	M	232	02/21/2012	02/21/2019	Common Stock	232
Stock Option (right to buy)	\$ 8.19	06/03/2014	M	218	02/22/2012	02/22/2019	Common Stock	218
Stock Option (right to buy)	\$ 22.1	06/03/2014	M	232	02/21/2013	02/21/2020	Common Stock	232
Stock Option (right to buy)	\$ 22.28	06/03/2014	M	218	02/22/2013	02/22/2020	Common Stock	218
Stock Option (right to buy)	\$ 30.51	06/03/2014	M	232	02/21/2014	02/21/2017	Common Stock	232
Stock Option (right to buy)	\$ 29.61	06/03/2014	M	534	02/28/2014	02/28/2017	Common Stock	534

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Stockton Westley S. 2103 RESEARCH FOREST DRIVE THE WOODLANDS, TX 77380			VP, Controller, CAO	

Signatures

Westley S.
Stockton

06/04/2014

**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) The sales represented in this Form 4 were effected pursuant to a Rule 10b5-1 sales plan adopted by the reporting person on April 24, 2014 and amended on May 28, 2014.
 - (2) This transaction was executed in multiple trades at prices ranging from \$81.01 to \$81.43. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the

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issuer full information regarding the number of shares and prices at which the transaction was effected.

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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