

MCDERMOTT INTERNATIONAL INC
 Form 4
 May 10, 2006

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 *
 DEASON ROBERT A

(Last) (First) (Middle)

C/O MCDERMOTT INTERNATIONAL, INC., 777 N. ELDRIDGE PARKWAY

(Street)

HOUSTON, TX 77079

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 MCDERMOTT INTERNATIONAL INC [MDR]

3. Date of Earliest Transaction (Month/Day/Year)
 05/08/2006

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)
 Pres&COO-J. Ray McDermott, SA

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	05/08/2006		M		12,000	A	\$ 9.01
Common Stock	05/08/2006		S		12,000	D	① 92,643
Common Stock	05/08/2006		M ⁽²⁾		6,000	A	\$ 3.15 98,643
Common Stock	05/08/2006		S ⁽²⁾		6,000	D	③ 92,643
					1,979	④	I

Common Stock 401(K) Shares

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

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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 Options (Right to Buy)	\$ 9.01	05/08/2006		M	12,000	⁽⁵⁾ 03/18/2014	Common Stock	12,000
Stock Options (Right to Buy)	\$ 3.15	05/08/2006		M ⁽²⁾	6,000	⁽⁶⁾ 04/02/2013	Common Stock	6,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

DEASON ROBERT A
C/O MCDERMOTT INTERNATIONAL, INC.
777 N. ELDRIDGE PARKWAY
HOUSTON, TX 77079

Pres&COO-J. Ray McDermott, SA

Signatures

Liane K. Hinrichs,
Attorney-in-Fact 05/10/2006

 **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 stock was sold in multiple transactions at the following prices: 400 shares @ \$69.4728; 200 shares @ \$69.50; 200 shares @ \$69.51; 100 shares @ \$69.52; 200 shares @ \$69.544; 100 shares @ \$69.57; 200 shares @ \$69.6456; 200 shares @ \$69.68; 400 shares @ \$69.73; 200 shares @ \$69.76; 200 shares @ \$69.7614; 400 shares @ \$69.78; 500 shares @ \$69.81; 200 shares @ \$69.82; 500 shares @ \$69.84;

- (1) 500 shares @ \$69.85; 400 shares @ \$69.86; 500 shares @ \$69.88; 200 shares @ \$69.8814; 500 shares @ \$69.89; 400 shares @ \$69.90; 200 shares @ \$69.9042; 300 shares @ \$69.92; 200 shares @ \$69.931; 200 shares @ \$69.95; 600 shares @ \$69.96; 200 shares @ \$69.9642; 400 shares @ \$69.9742; 400 shares @ \$69.98; 1000 shares @ \$70; 400 shares @ \$70.0012; 400 shares @ \$70.01; 400 shares @ \$70.0114; 200 shares @ \$70.06; 300 shares @ \$70.07; 200 shares @ \$70.0784; and 100 shares @ \$70.08.
- (2) The sales and underlying exercise were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on May 27, 2005.
The stock was sold in multiple transactions at the following prices: 100 shares at \$70.48; 200 shares at \$70.36; 200 shares at \$70.28; 200 shares at \$70.13; 200 shares at \$70.05; 600 shares at \$70.04; 200 shares at \$70.02; 500 shares at \$70.01; 600 shares at \$70.00; 500 shares at \$69.99; 200 shares at \$69.95; 100 shares at \$69.89; 100 shares at \$69.88; 300 shares at \$69.87; 100 shares at \$69.86; 100 shares at \$69.84; 100 shares at \$69.83; 100 shares at \$69.81; 200 shares at \$69.77; 200 shares at \$69.72; 200 shares at \$69.71; 400 shares at \$69.70; 100 shares at \$69.68; 100 shares at \$69.59; 100 shares at \$69.57; 100 shares at \$69.55; 100 shares at \$69.48; and 100 shares at \$69.33
- (3)
- (4) Based upon units held in 401K Plan and the fair market value of Common Stock as of 5/5/06.
- (5) The options provided for vesting in three equal installments, on March 18, 2005, 2006 and 2007.
- (6) The options provided for vesting in three equal installments, on April 2, 2004, 2005 and 2006.

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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