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MCDERMOTT INTERNATIONAL INC

Form 4 April 24, 2007

FORM 4

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

OMB APPROVAL

OMB Number:

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SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

obligations may continue. See Instruction

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

1(b).

Common

Common

Common

Stock

Stock

Stock

04/20/2007

04/20/2007

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading KALMAN FRANCIS S Issuer Symbol MCDERMOTT INTERNATIONAL (Check all applicable) INC [MDR] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner X_ Officer (give title Other (specify (Month/Day/Year) below) below) C/O MCDERMOTT 04/20/2007 **EVP** INTERNATIONAL, INC., 777 N. ELDRIDGE PKWY. (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting HOUSTON, TX 77079 (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 7. Nature of Transaction(A) or Disposed of (D) Indirect Security (Month/Day/Year) Execution Date, if Securities Ownership (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Direct Beneficial (Month/Day/Year) (Instr. 8) Owned (D) or Ownership Indirect (I) Following (Instr. 4) Reported (Instr. 4) (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price

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

 $M^{(1)}$

 $S^{(1)}$

8,000

8.000

Α

D

6.0066

(2)

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)

136,277

128,277

 $2,182^{(3)}$

D

D

I

401(K)

Plan

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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)			6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 6.0066	04/20/2007		M <u>(1)</u>		8,000	<u>(4)</u>	03/18/2014	Common Stock	8,000

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

KALMAN FRANCIS S C/O MCDERMOTT INTERNATIONAL, INC. 777 N. ELDRIDGE PKWY.

EVP

Signatures

HOUSTON, TX 77079

Liane K. Hinrichs, Attorney-in-Fact 04/24/2007

**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 and underlying exercise reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 25, 2006.
- The stock was sold in multiple transactions at the following prices: 1400 shares at \$52.30; 500 shares at \$52.31; 800 shares at \$52.32; 200 (2) shares at \$52.33; 2100 shares at \$52.34; 400 shares at \$52.35; 1100 shares at \$52.36; 200 shares at \$52.37; 700 shares at \$52.38; 100 shares at \$52.39; 200 shares at \$52.40; 100 shares at \$52.41; 100 shares at \$52.42; and 100 shares at \$52.43.
- (3) Based upon units held in 401K Plan and the fair market value of MDR common stock as of April 20, 2007.
- (4) The option vested in three equal installments on March 18, 2005, 2006 and 2007.

Reporting Owners 2

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