

Cummins Scott V
Form 3
December 20, 2010

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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 *			2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Cummins Scott V			(Month/Day/Year)	MCDERMOTT INTERNATIONAL INC [MDR]	
(Last)	(First)	(Middle)	12/13/2010	4. Relationship of Reporting Person(s) to Issuer	
757 N. ELDRIDGE PARKWAY				5. If Amendment, Date Original Filed(Month/Day/Year)	
(Street)				(Check all applicable)	
HOUSTON,Â TXÂ 77079				☐ Director ☐ 10% Owner ☒ Officer ☐ Other (give title below) (specify below) VP and GM, Asia Pacific	
(City)	(State)	(Zip)		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 Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	43,211	D	Â

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

SEC 1473 (7-02)

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.

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable Expiration Date	Title Amount or Number of			

Edgar Filing: Cummins Scott V - Form 3

				Shares		(I) (Instr. 5)	
Stock Options (right to buy)	Â (1)	05/12/2015	Common Stock	11,629	\$ 3.47	D	Â
Restricted Stock Units	03/03/2011	03/03/2011	Common Stock	3,799	\$ 0	D	Â
Stock Options (right to buy)	Â (2)	03/05/2016	Common Stock	10,658	\$ 5.64	D	Â
Restricted Stock Units	Â (3)	Â (3)	Common Stock	11,683	\$ 0	D	Â
Stock Options (right to buy)	Â (4)	03/04/2017	Common Stock	14,781	\$ 13.09	D	Â
Restricted Stock Units	Â (5)	Â (5)	Common Stock	9,972	\$ 0	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Cummins Scott V 757 N. ELDRIDGE PARKWAY HOUSTON, TX 77079	Â	Â	Â VP and GM, Asia Pacific	Â

Signatures

Liane K. Hinrichs, by power of attorney 12/20/2010

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) 100% of the options are vested.
- (2) The options are exercisable in three equal annual installments. The first installment became exercisable on March 5, 2010, and the next two installments become exercisable on March 5, 2011 and March 5, 2012.
- (3) The restricted stock units vest in three equal annual installments. The first installment vested on March 5, 2010, and the next two installments vest on March 5, 2011 and March 5, 2012.
- (4) The options are exercisable in three equal annual installments beginning March 4, 2011.
- (5) The restricted stock units vest in three equal annual installments beginning March 4, 2011.

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.