WILKINSON BRUCE W

Form 4 June 05, 2006

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL OMB

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if no longer subject to Section 16. Form 4 or

Check this box

SECURITIES Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations

may continue. See Instruction 1(b).

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)

(Last)

(City)

Common

Stock

1. Name and Address of Reporting Person * WILKINSON BRUCE W

(First)

(Street)

(State)

06/01/2006

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

MCDERMOTT INTERNATIONAL

(Check all applicable)

Chairman and CEO

INC [MDR]

06/01/2006

(Middle)

(Zip)

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

_X__ Director X_ Officer (give title below)

10% Owner Other (specify

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

ELDRIDGE PARKWAY

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

HOUSTON, TX 77079

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

3. 4. Securities Acquired 5. Amount of Transaction(A) or Disposed of Code (D) (Instr. 8) (Instr. 3, 4 and 5)

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

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

(A) Code V (D) Amount

Transaction(s) Price

(Instr. 3 and 4)

Reported

 $M^{(1)}$ D 30,000 420,703 2.1

Common 06/01/2006 $S^{(1)}$ 30,000 D 390,703 (3) (2) D Stock

Common 401(K) 6,973 (4) Ι Stock Plan

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

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

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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 onDerivative Securities Acquired (A) or Disposed o (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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 2.1 (5)	06/01/2006		M <u>(1)</u>	30,000	(6)	04/02/2013	Common Stock	30,000 (5)

Reporting Owners

Reporting Owner Name / Address	Relationships					
, ,	Director	10% Owner	Officer	Other		
WILKINSON BRUCE W						
C/O MCDERMOTT INTERNATIONAL, INC.	X		Chairman and CEO			
777 N FI DRIDGE PARKWAY	21		Chairman and CLO			

Signatures

HOUSTON, TX 77079

Liane K. Hinrichs, Attorney-in-Fact 06/05/2006

**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).
- (1) The sales and/or underlying exercise reported in the Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 18, 2005.

The stock was sold in multiple transactions at the following prices: 500 shares at \$43.51; 200 shares at \$43.57; 100 shares at \$43.58; 1,500 shares at \$43.60; 700 shares at \$43.61; 200 shares at \$43.62; 1,600 shares at \$43.63; 900 shares at \$43.639; 1,800 shares at

\$43.64; 2,100 shares at \$43.65; 2,800 shares at \$43.66; 1,800 shares at \$43.67; 1,300 shares at \$43.679; 1,100 shares at \$43.68; 1,400 shares at \$43.69; 2,000 shares at \$43.70; 500 shares at \$43.72; 400 shares at \$43.73; 800 shares at \$43.733; 300 shares at \$43.74; 1,698 shares at \$43.75; 2 shares at \$43.76; 600 shares at \$43.77; 300 shares at \$43.78; 1,000 shares at \$43.80; 645 at \$43.86; 200 shares at \$43.87; 100 shares at \$43.90; 655 shares at \$43.9375; and 2,800 shares at \$44.10.

(3)

Reporting Owners 2

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On 5/31/06, the common stock of MDR split 3-for-2, resulting in the reporting person's ownership of 130,234 additional shares of common stock.

- (4) Based upon units held in 401K Plan and the fair market value of Common Stock as of June 1, 2006. On May 31, 2006, the common stock of MDR split 3-for-2, resulting in additional shares of common stock received.
- (5) This option was previously reported as covering 20,000 shares at an exercise price of \$3.15 per share, but was adjusted to reflect the stock split that occurred on May 31, 2006.
- (6) The option provided for vesting in three equal installments, on April 2, 2004, 2005 and 2006.
- (7) On May 31, 2006, the common stock of MDR split 3-for-2, resulting in the reporting person's ownership of 16,683 additional shares of common stock.

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.