MCDERMOTT INTERNATIONAL INC

Form 4

March 08, 2016

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

Stock

Stock

Common

03/05/2016

03/06/2016

(Print or Type Responses)

1. Name and A Hinrichs Lia	2. Issuer Name and Ticker or Trading Symbol MCDERMOTT INTERNATIONAL INC [MDR]						5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
	(First) RMOTT TIONAL, INC.,	(Middle)	3. Date of (Month/D 03/05/20	ay/Yea	·				Director 10% Owner X Officer (give title Other (specify below) below) SVP, Gen.Counsel & Corp. Sec.			
HOUSTON,		. If Amendment, Date Original iled(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person					
(City)	(State)	(Zip)	Table	e I - No	n-D	erivative S	ecurit	ties Acq	uired, Disposed o	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Yea	med on Date, if Day/Year)	Code (Instr. 3, 4 and 5)				of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)			
Common Stock	03/05/2016			M		6,547	A	\$0	228,737	D		
Common Stock	03/05/2016			F		2,137	D	\$ 3.88	226,600	D		
Common Stock	03/05/2016			M		49,455	A	\$ 0	276,055	D		

F

M

13,520 D

25,510 A

262,535

288,045

3.88

\$0

D

D

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Common Stock

Common Stock 03/06/2016 F 6,976 D \$ 281,069 D Common Stock 2,455 I 401k Plan

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. 5. Number of TransactiorDerivative Code Securities (Instr. 8) 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	<u>(2)</u>	03/05/2016		M	6,547	<u>(3)</u>	<u>(3)</u>	Common Stock	6,547
Restricted Stock Units	<u>(4)</u>	03/05/2016		M	49,455	<u>(5)</u>	<u>(5)</u>	Common Stock	49,455
Restricted Stock Units	<u>(4)</u>	03/06/2016		M	25,510	<u>(6)</u>	<u>(6)</u>	Common Stock	25,510

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Hinrichs Liane K C/O MCDERMOTT INTERNATIONAL, INC. 757 N. ELDRIDGE PARKWAY HOUSTON, TX 77079

SVP, Gen.Counsel & Corp. Sec.

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Signatures

/s/ Robert E. Stumpf, by Power of Attorney 03/08/2016

**Signature of Reporting Person

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).

Date

- (1) Based upon units held in 401K Plan and the fair market value of Common Stock as of March 4, 2016.
- (2) Each restricted stock unit represents a contingent right to receive one share of MDR common stock.
- (3) On March 5, 2013, the reporting person was granted 26,188 restricted stock units, vesting in four equal annual installments beginning on the first anniversary of the grant date.
- Each restricted stock unit represents a contingent right to receive the value of one share of MDR common stock, with such restricted stock (4) units to be paid, in the sole discretion of the Compensation Committee: (i) in shares of MDR common stock, (ii) cash equal to the fair market value of the shares of MDR common stock otherwise deliverable, or (iii) any combination thereof.
- On March 5, 2015, the reporting person was granted 148,365 restricted stock units, vesting in three equal annual installments beginning on the first anniversary of the grant date.
- (6) On March 6, 2014, the reporting person was granted 76,530 restricted stock units, vesting in three equal annual installments beginning on the first anniversary of the grant date.

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.

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