CHICAGO BRIDGE & IRON CO N V

Form 4

February 23, 2010

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

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OMB APPROVAL

response...

if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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

1(b).

(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 Stockton Westley S. Issuer Symbol CHICAGO BRIDGE & IRON CO N (Check all applicable) V [CBI] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner _X__ Officer (give title Other (specify (Month/Day/Year) below) 2103 RESEARCH FOREST DRIVE 02/19/2010 VP, Controller, CAO (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line)

THE WOODLANDS, TX 77380

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

	•						Person		
(City)	(State) (Z	Zip) Table	I - Non-D	erivative s	Secur	ities Acc	quired, Disposed of	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securities Acquired n(A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	or (D)	Price	Transaction(s) (Instr. 3 and 4)		
Common Stock	02/20/2010		F	1,195	D	\$ 22.1	17,991.9902	D	
Common Stock	02/21/2010		F	212	D	\$ 22.1	17,779.9902	D	
Common Stock	02/22/2010		A	8,784	A	\$0	26,563.9902	D	
Common Stock	02/22/2010		F	3,202	D	\$ 22.1	23,361.9902	D	
Common Stock	02/19/2010		A	4,757 (1)	A	\$ 0	28,634.1404 (2)	D	

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

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SEC 1474 (9-02)

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. Transacti Code (Instr. 8)	Derivative	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Pri Deriv Secur (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (right to buy)	\$ 22.1	02/21/2010		A	232	(3)	02/21/2020	Common Stock	232	\$

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Stockton Westley S.

2103 RESEARCH FOREST DRIVE THE WOODLANDS, TX 77380

VP, Controller, CAO

Signatures

Cindy A. McMinn as attorney in fact 02/23/2010

**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) Restricted shares granted under the 2008 Long-Term Incentive Plan.
- (2) Includes 515.1502 shares acquired during 2009 under the CB&I Employee Stock Purchase Plan.
- (3) The option vests in seven years but may vest in three years if the reporting person has held continuously for three years.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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