

Kirsten David B.
Form 4
May 14, 2018

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN 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 *
Kirsten David B.

2. Issuer Name and Ticker or Trading Symbol
CHICAGO BRIDGE & IRON CO N
V [CBI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
2103 RESEARCH FOREST DRIVE

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
05/10/2018

____ Director
 Officer (give title below) _____ Other (specify below)
Executive Vice President

THE WOODLANDS, TX 77380

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

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 Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				Code V Amount (A) or (D) Price			
Common Stock	05/10/2018		D ⁽¹⁾	8,077 D <u>(2)</u>	32,503	D	
Common Stock	05/10/2018		D ⁽¹⁾	32,503 D <u>(3)</u>	0	D	
Common Stock	05/10/2018		D ⁽¹⁾	39.5345 D <u>(2)</u>	0	I	By 401(k) Plan

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

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(2) If shares of Company common stock were disposed of pursuant to the offer (the Exchange Offer) by McDermott Technology, B.V., a wholly owned subsidiary of McDermott, to exchange each share of CB&I common stock that was validly tendered and not properly withdrawn in the Exchange Offer for the right to receive 0.82407 shares of McDermott common stock, then upon the closing of the Combination, each such tendered share was exchanged into the right to receive 0.82407 shares of McDermott common stock. If shares of Company common stock were not validly tendered in the Exchange Offer, shares of Company common stock were disposed of pursuant to a series of transactions involving a merger, share sale and liquidation, as a result of which former Company shareholders who did not validly tender in the Exchange Offer became entitled to receive, in respect of each former share of Company common stock, 0.82407 shares of McDermott common stock.

(3) The restricted stock unit award vests in three equal installments on February 14, 2019, February 14, 2020 and February 14, 2021. Pursuant to the BCA, upon the closing of the Combination, the restricted stock unit award was assumed by McDermott and converted into a restricted stock unit award relating to a number of shares of McDermott common stock equal to the number of shares of Company common stock subject to the restricted stock unit award multiplied by 0.82407, rounded to the nearest whole number of shares.

(4) Pursuant to the BCA, upon the closing of the Combination, each performance share award, whether vested or unvested, was cancelled in exchange for the right to receive an amount in cash equal to (a) the product of (i) the number of shares of the Company's common stock issuable upon vesting of such performance share award at 100% of target multiplied by (ii) 2.47221 multiplied by (iii) \$6.64 and (b) a cash amount equal to the amount of accrued dividend equivalents.

(5) Pursuant to the BCA, upon the closing of the Combination, all outstanding options were assumed by McDermott and converted into a vested option to purchase shares of McDermott common stock. Following such conversion, (a) the number of McDermott shares subject to such option is equal to the number of shares of Company common stock subject to the option multiplied by 0.82407, rounded down to the nearest whole share and (b) the option exercise price per share of McDermott common stock is equal to the option exercise price per share of Company common stock divided by 0.82407, rounded up to the nearest whole cent.

(6) The stock appreciate right vested 25% over 4 years.

(7) Upon the closing of the Combination, all outstanding stock appreciation rights were assumed by McDermott and converted into a vested stock appreciation right to purchase shares of McDermott common stock. Following such conversion, (a) the number of McDermott shares subject to such stock appreciation right is equal to the number of shares of Company common stock subject to the stock appreciation right multiplied by 0.82407, rounded down to the nearest whole share and (b) the stock appreciation right exercise price per share of McDermott common stock is equal to the stock appreciation right exercise price per share of Company common stock divided by 0.82407, rounded up to the nearest whole cent.

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

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