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MCDERMOTT INTERNATIONAL INC

Form 4 May 27, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL OMB

Number:

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SECURITIES Form 5

obligations may continue. See Instruction

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).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * Robinson Keith G

(First)

(Street)

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to

Issuer

Symbol

MCDERMOTT INTERNATIONAL INC [MDR]

(Check all applicable)

(Middle)

3. Date of Earliest Transaction

Director 10% Owner Other (specify X_ Officer (give title

(Month/Day/Year) 05/25/2005

below)

Assistant Controller

C/O MCDERMOTT INTERNATIONAL, INC., 1450

POYDRAS STREET

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

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

6. Individual or Joint/Group Filing(Check

Person

NEW ORLEANS, LA 70112

(City)	(State)	(Zip) 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. Securit or Dispos (Instr. 3, 4	ed of (` ′	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 Indirect Beneficial Ownership (Instr. 4)	
Common Stock	05/25/2005		M	2,910	A	\$ 9.4063	2,910	D		
Common Stock	05/25/2005		M	2,400	A	\$ 14.535	5,310	D		
Common Stock	05/25/2005		M	3,500	A	\$ 14.5	8,810	D		
Common Stock	05/25/2005		M	1,667	A	\$ 3.15	10,477	D		
	05/25/2005		M	1,667	A	\$ 9.01	12,144	D		

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Common Stock Reminder: Re	port on a separate line for each class of securi	ities bene	ficially owr	ned di	rectly or in	1,408 (2) directly.	I	401K Plan
Common Stock	05/25/2005	S	12,144	D	<u>(1)</u>	0	D	
Common Stock								

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. Transactic Code (Instr. 8)	5. Number conf Derivative Securities 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)		8. I Der Sec (Ins
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (Right to Buy)	\$ 9.4063	05/25/2005		M	2,910	(3)	03/20/2010	Common Stock	2,910	
Stock Option (Right to Buy)	\$ 14.535	05/25/2005		M	2,400	<u>(4)</u>	03/06/2011	Common Stock	2,400	
Stock Option (Right to Buy)	\$ 14.5	05/25/2005		M	3,500	<u>(5)</u>	03/06/2012	Common Stock	3,500	
Stock Option (Right to Buy)	\$ 3.15	05/25/2005		M	1,667	<u>(6)</u>	04/02/2013	Common Stock	1,667	
Stock Option (Right to	\$ 9.01	05/25/2005		M	1,667	<u>(7)</u>	03/18/2014	Common Stock	1,667	

Buy)

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Robinson Keith G C/O MCDERMOTT INTERNATIONAL, INC. 1450 POYDRAS STREET NEW ORLEANS, LA 70112

Assistant Controller

Signatures

Liane K. Hinrichs, Attorney-in-Fact 05/27/2005

**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).
 - The stock was sold in multiple transactions at the following prices: 700 shares at \$21.85; 1,000 shares at \$21.87; 300 shares at \$21.88; 100 shares at \$21.89; 900 shares at \$21.9; 400 shares at \$21.93; 400 shares at \$21.96; 500 shares at \$21.99; 400 shares at \$22.00; 200
- (1) shares at \$22.03; 200 shares at \$22.04; 700 shares at \$22.05; 800 shares at \$22.06; 1,000 shares at \$22.07; 500 shares at \$22.08; 400 shares at \$22.1; 800 shares at \$22.11; 500 shares at \$22.12; 500 shares at \$22.13; 400 shares at \$22.14; and 1,444 shares at \$22.15.
- (2) Based upon units held in 401K Plan and the fair market value of Common Stock as of May 25, 2005.
- (3) The option vests in three equal installments on March 20, 2001, 2002 and 2003.
- (4) The option vests in three equal installments on March 6, 2002, 2003 and 2004.
- (5) The option vests in three equal installments on March 6, 2003, 2004 and 2005.
- (6) The option vests in three equal installments on April 2, 2004, 2005 and 2006.
- (7) The option vests in three equal installments on March 18, 2005, 2006 and 2007.

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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