

Hinrichs Liane K  
 Form 4  
 November 15, 2010

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 \*  
 Hinrichs Liane K

2. Issuer Name and Ticker or Trading Symbol  
 MCDERMOTT INTERNATIONAL INC [MDR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 777 N. ELDRIDGE PARKWAY  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 11/10/2010

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 SrVP, Gen.Counsel & Corp. Sec.

HOUSTON, TX 77079

(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)
				(A) or (D) Code V Amount (D) Price			
Common Stock	11/10/2010		F	1,961 D \$ 16.97	126,120	D	
Common Stock					2,859	I	401K Plan (1)

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

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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 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)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(2)	08/02/2010		J(3)	V	28,317		03/03/2011	03/03/2011	Common Stock	28,317
Restricted Stock Units	(2)	08/02/2010		J(4)	V	38,337		(5)	03/05/2012	Common Stock	38,337
Stock Options (right to buy)	\$ 5.64	08/02/2010		J(6)	V	54,405		(7)	03/05/2016	Common Stock	54,405
Restricted Stock Units	(2)	08/02/2010		J(3)	V	33,283		03/05/2012	03/05/2012	Common Stock	33,283
Stock Options (right to buy)	\$ 13.09	08/02/2010		J(8)	V	45,313		(9)	03/04/2017	Common Stock	45,313
Restricted Stock Units	(2)	08/02/2010		J(10)	V	30,556		(11)	03/04/2013	Common Stock	30,556

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hinrichs Liane K 777 N. ELDRIDGE PARKWAY HOUSTON, TX 77079			SrVP, Gen.Counsel & Corp. Sec.	

## Signatures

Robert E. Stumpf, by power of attorney  
11/15/2010

\_\_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) Based upon units held in 401K Plan and the fair market value of Common Stock as of November 10, 2010.
- (2) Each restricted stock unit represents a contingent right to receive one share of MDR common stock.
- (3) The restricted stock units were substituted for an original grant of performance shares in connection with the July 30, 2010 spin-off of The Babcock & Wilcox Company (the "Spin-off").
- (4) 18,557 additional restricted stock units were granted as a result of adjustments in connection with the Spin-off.
- (5) The restricted stock units generally vest in three equal annual installments beginning March 5, 2010.
- (6) These options were originally reported as covering 42,105 shares at an exercise price of \$10.93 per share, but only options covering 28,070 shares were outstanding immediately prior to the Spin-off, and these options were adjusted in connection with the Spin-off.
- (7) The options generally vest and become exercisable in three equal installments beginning March 5, 2010.
- (8) These options were originally reported as covering 23,379 shares at an exercise price of \$25.37 per share, and these options were adjusted in connection with the Spin-off.
- (9) The options generally vest and become exercisable in three equal installments beginning March 4, 2011.
- (10) 14,791 additional restricted stock units were granted as a result of adjustments in connection with the Spin-off.
- (11) The restricted stock units generally vest in three equal installments beginning March 4, 2011.

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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