SABIN JAMES W. Form 4 May 14, 2018

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 5 obligations may continue. See Instruction 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 * SABIN JAMES W.			2. Issuer Symbol	Name and	Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
			CHICAG V [CBI]		OGE & IRON CO N				
	(Last)	(First) (M	Iiddle)		Earliest Tr	ansaction	Director	10%	
2103 RESEARCH FOREST DRIVE			DRIVE	(Month/D) 05/10/20	•		_X_ Officer (give title Other (specify below)		
2103 RESEARCH FOREST DRIVE				03/10/20)10		Executive Vice President		
(Street)				4. If Amer	ndment, Da	te Original	6. Individual or Joint/Group Filing(Check		
			Filed(Mon	th/Day/Year)	Applicable Line)			
							X Form filed by One Reporting Person		
THE WOODLANDS, TX 77380							Form filed by More than One Reporting Person		
	(City)	(State)	(Zip)	Table	e I - Non-D	erivative Securities Acq	quired, Disposed o	of, or Beneficia	lly Owned
	1.Title of	2. Transaction Date	2A. Dee	med	3.	4. Securities Acquired	5. Amount of	6. Ownership	7. Nature o
	Security	(Month/Day/Year)	Execution	on Date, if	Transactio	on(A) or Disposed of	Securities	Form: Direct	Indirect
	(Instr. 3)		any		Code	(D)	Beneficially	(D) or	Beneficial

1.11ttle of	2. Transaction Date	ZA. Deemed	3.	4. Securiti	es Aco	quirea	5. Amount of	6. Ownership	/. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	n(A) or Dis	posed	of	Securities	Form: Direct	Indirect
(Instr. 3)		any	Code (D)		Beneficially	(D) or	Beneficial		
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)		Owned	Indirect (I)	Ownership	
					Following	(Instr. 4)	(Instr. 4)		
					(4)		Reported		
					(A)		Transaction(s)		
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock	05/10/2018		D <u>(1)</u>	26,504	D	<u>(2)</u>	54,876	D	
Common Stock	05/10/2018		D(1)	54,876	D	\$ 0 (3)	0	D	

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. Transactic Code (Instr. 8)	5. Number of orderivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exer Expiration D (Month/Day	ate	7. Title and a Underlying S (Instr. 3 and	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Performance Share Award	\$ 0	05/10/2018		D(1)	34,964	<u>(4)</u>	<u>(4)</u>	Common Stock	34,964

Dalasianahina

President

Reporting Owners

Reporting Owner Name / Address	Ketationships							
	Director	10% Owner	Officer	Other				
BIN JAMES W.			Executive					
3 RESEARCH FOREST DRIVE			Vice					

SABIN JAMES W. 2103 RESEARCH FOREST DRIVE THE WOODLANDS, TX 77380

Signatures

Cindy A. McMinn, attorney in fact 05/14/2018

**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).
- Chicago Bridge and Iron Company N.V. (the Company), McDermott International, Inc. (McDermott) and certain other parties entered into the Business Combination Agreement, dated December 18, 2017, as amended on January 24, 2018 (the BCA), pursuant to which the Company and McDermott combined their businesses through a series of transactions completed on May 10, 2018 (the Combination).
 - 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.
- 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 Companys common stock

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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.

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.