

MRC GLOBAL INC.
Form 4
February 20, 2014

FORM 4

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

OMB APPROVAL

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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 *
Lane Andrew R

(Last) (First) (Middle)
2 HOUSTON CENTER, 909
FANNIN, SUITE 3100

(Street)

HOUSTON, TX 77010

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
MRC GLOBAL INC. [MRC]

3. Date of Earliest Transaction
(Month/Day/Year)
02/18/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman, President and CEO

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 Indirect Ownership (Instr. 4)
			Code	V Amount (D) Price			
Common Stock	02/18/2014		A	V 36,263 (1) A \$ 0	36,263	D	
Common Stock	02/18/2014		G(2)	V 36,263 (1) D \$ 0	0	D	
Common Stock	02/18/2014		G(2)	V 36,263 (1) A \$ 0	211,979	I	Through A Limited Partnership

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

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- (2) The reporting person transferred the restricted Common Stock as a gift to a family limited partnership.
33% of the options reported above will become exercisable on 2/18/2015, 33% of the options reported above will become exercisable on
- (3) 2/18/2016 and 34% of the options reported above will become exercisable on 2/18/2017, each conditioned on the reporting person's continued service with the issuer and subject to accelerated vesting under certain circumstances.
- (4) The reporting person transferred the options as a gift to a family limited partnership.

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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