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WILKINSON BRUCE W Form 4 January 19, 2006						
Check this box	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549					
Subject to Section 16. Form 4 or Form 5 obligations may continue Section 17(a) of the	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 <u>*</u> WILKINSON BRUCE W	2. Issuer Name and Ticker or Trading Symbol COOPER CAMERON CORP [CAM]	Issuer	Reporting Person(s) to k all applicable)			
(Last) (First) (Middle) MCDERMOTT INTERNATIONAL, INC., 757 N. ELDRIDGE PARKWAY, SUITE 786	3. Date of Earliest Transaction(Month/Day/Year)01/17/2006	X Director Officer (give t below)	title Other (specify below)			
(Street)	Applicable Line) _X_ Form filed by O	int/Group Filing(Check One Reporting Person Iore than One Reporting				
HOUSTON, TX 77079-1420 (City) (State) (Zip)		Person				
	Table I - Non-Derivative Securities A		-			
1.Title of 2. Transaction Date 2A. Deem Security (Month/Day/Year) Execution (Instr. 3) any (Month/D	Date, if TransactionAcquired (A) or Code Disposed of (D)	Securities For Beneficially (I Owned (I	Ownership7. Nature oform: DirectIndirectD) or IndirectBeneficialD) or IndirectOwnershipinstr. 4)(Instr. 4)			
Reminder: Report on a separate line for each c		or indirectly.				

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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, i any (Month/Day/Year	Code	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4,		6. Date Exercisable and e Expiration Date (Month/Day/Year)		7. Title and Amount Underlying Securitie (Instr. 3 and 4)	
				Code V	and 5) (A)	(D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Share:
Performance Shares (1)	\$ 0	01/17/2006		А	4,000		<u>(1)</u>	07/21/2008(1)	Common Stock	4,00
Reportin	ng Owi	ners								
Reporting Owner Name / Address			Relationships							
		Director	10% Owner	Officer	Ot	her				
	TT INTERN IDGE PAR	IATIONAL, INC. KWAY, SUITE 7	86 X							
Signatu	res									

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 Signatures

 By: Grace B. Holmes For: Bruce W.

 Wilkinson

 **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).

Grant of 4,000 deferred stock units (DSUs), effective as of July 21, 2005, under the Company's 2005 Equity Incentive Plan. Each DSU represents a right to receive one share of Cooper Cameron common stock. The grant vests in four equal quarterly increments as of

(1) October 21, 2005, January 21, 2006, April 21, 2006 and July 21, 2006. DSUs are converted into common stock three years after the effective date, unless further deferred by the recipient, or upon termination, whichever date occurs sooner. Reporting date of January 17, 2006 is the date the terms of the grants were irrevocably fixed and communicated to grantee.

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.