#### Edgar Filing: Phillips Lorne - Form 4

Phillips Lorn	e										
Form 4	07										
March 02, 20									OMB AF	PROVAL	
	UNITED	STATES					NGE C	COMMISSION	OMB Number:	3235-0287	
Check thi if no long subject to Section 1 Form 4 or Form 5 obligation may cont <i>See</i> Instru 1(b).	Washington, D.C. 20549 F CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Section 16(a) of the Securities Exchange Act of 1934, Public Utility Holding Company Act of 1935 or Section of the Investment Company Act of 1940						January 31, 2005 Estimated average burden hours per response 0.5				
(Print or Type F	Responses)										
1. Name and Address of Reporting Person <u>*</u> Phillips Lorne			2. Issuer Name <b>and</b> Ticker or Trading Symbol CAMERON INTERNATIONAL CORP [CAM]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) (First) (Middle) 1333 WEST LOOP SOUTH, SUITE 1700			3. Date of Earliest Transaction (Month/Day/Year) 02/28/2007					Director 10% Owner X Officer (give title Other (specify below) below) Vice President & Treasurer			
				Amendment, Date Original (Month/Day/Year)				<ul> <li>6. Individual or Joint/Group Filing(Check Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting Person</li> </ul>			
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Executio: any		3. Transactic Code (Instr. 8)	4. Securi on(A) or Di (Instr. 3,	ispose	d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common Stock	02/28/2007			Code V A	Amount 2,566 (1)	(D) A	Price \$ 0	2,903	D		
Common Stock	02/28/2007			F	85	D	\$ 56.72	2,818	D		
Common Stock								3,924	I	by Trust	

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

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# displays a currently valid OMB control number.

## 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)	4. Transact Code (Instr. 8)	5. ionNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	;	Date	7. Titl Amou Under Securi (Instr.	int of lying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
			Code V	″ (A) (D)	Date Exercisable	Expiration Date		Amount or Number of Shares		

### **Reporting Owners**

Reporting Owner Name / Address	Relationships							
1	Director	10% Owner	Officer	Other				
Phillips Lorne 1333 WEST LOOP SOUTH SUITE 1700 HOUSTON, TX 77027			Vice President & Treasurer					
Signatures								
By: Grace B. Holmes For: Lorr Phillips	ne E.	03/0	)2/2007					

\*\*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).

These shares are represented by restricted stock units and, upon vesting, each restricted stock unit is converted into one share of CAM common stock. On November 9, 2005, the reporting person was granted the opportunity to earn performance-based restricted stock units. The number of restricted stock units was not determinable until the satisfaction of certain performance criteria for the fiscal year ending

(1) The number of restricted stock units was not determinable unit the satisfaction of certain performance enterna for the fiscal year chaing December 31, 2006, approval by the Board of Directors of the Company and certification of the issuer's financial results. Pursuant to the terms of the Award Agreement, the restricted stock units vest in three annual installments of 12.5%, 12.5% and 75% beginning February 28, 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.