

CAMERON INTERNATIONAL CORP

Form 4

October 21, 2013

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Halverson Gary M.

2. Issuer Name **and** 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)  
10/17/2013

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_\_ Other (specify below)  
Sr Vice President

(Street)  
HOUSTON, TX 77027

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_X\_ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting  
Person

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                    | V                                                                          | Amount<br>(1)                                                                                                      | (A)<br>or<br>(D)                                                     | Price                                                             |
| Common<br>Stock                       | 10/17/2013                              |                                                             | A                                       |                                                                            | 4,155                                                                                                              | A                                                                    | \$ 0                                                              |
| Common<br>Stock                       |                                         |                                                             |                                         |                                                                            |                                                                                                                    |                                                                      | 57,068                                                            |
|                                       |                                         |                                                             |                                         |                                                                            |                                                                                                                    |                                                                      | 7,935                                                             |
|                                       |                                         |                                                             |                                         |                                                                            |                                                                                                                    | I                                                                    | by<br>Managed<br>Account                                          |

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

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form  
displays a currently valid OMB control  
number.**

SEC 1474  
(9-02)

# Edgar Filing: CAMERON INTERNATIONAL CORP - Form 4

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount<br>Underlying Security<br>(Instr. 3 and 4) |                    |                 |                         |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|----------------------------------------------------------------|--------------------|-----------------|-------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V                                                                                                            | (A)                                                            | (D) | Date<br>Exercisable                                            | Expiration<br>Date | Title           | Am<br>or<br>Num<br>of S |
| Incentive<br>Stock Option<br>(right to buy)         | \$ 64.97                                                              | 10/17/2013                              |                                                             | A                                       |                                                                                                              | 1,539                                                          |     | 10/17/2016                                                     | 10/17/2023         | Common<br>Stock | 1,                      |
| Non-Qualified<br>Stock Option<br>(right to buy)     | \$ 64.97                                                              | 10/17/2013                              |                                                             | A                                       |                                                                                                              | 31,814                                                         |     | <u>(2)</u>                                                     | 10/17/2023         | Common<br>Stock | 31                      |

## Reporting Owners

| Reporting Owner Name / Address                                               | Relationships                    |
|------------------------------------------------------------------------------|----------------------------------|
|                                                                              | Director 10% Owner Officer Other |
| Halverson Gary M.<br>1333 WEST LOOP SOUTH<br>SUITE 1700<br>HOUSTON, TX 77027 | Sr Vice President                |

## Signatures

By: Grace B. Holmes For: Gary M.  
Halverson 10/21/2013

\*\*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

(1) common stock. Pursuant to the terms of the Award Agreement, the effective date of the Award Agreement is January 1, 2014, and the restricted stock units vest in three equal increments on January 1, 2015, 2016 and 2017.

(2) Stock Option vests in three annual increments beginning October 17, 2014.

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.