CAMERON INTERNATIONAL CORP

Form 4

October 18, 2010

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 obligations may continue. See Instruction

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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * **CARNE JOHN**

(First)

(Middle)

2. Issuer Name and Ticker or Trading Symbol

CAMERON INTERNATIONAL CORP [CAM]

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

10/15/2010

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

OMB

Number:

Expires:

response...

Estimated average

burden hours per

OMB APPROVAL

3235-0287

January 31,

2005

0.5

Issuer

(Check all applicable)

Director 10% Owner Other (specify _X__ Officer (give title

below)

Exec Vice President & COO

(Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

HOUSTON, TX 7704

4646 W SAM HOUSTON

PARKWAY NORTH

(City)	(State)	(Zip) 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. 4. Securities Acquired (A) Transaction Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Common Stock	10/15/2010		M	20,793	A	\$ 18.28	111,849	D	
Common Stock	10/15/2010		M	11,913	A	\$ 18.28	123,762	D	
Common Stock	10/15/2010		M	23,094	A	\$ 26.93	146,856	D	
Common Stock	10/15/2010		S	55,800 (1)	D	\$ 42.5203	91,056	D	
Common Stock							4,917	I	by Managed

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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)

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. Transaction Code (Instr. 8)	5. Number of on Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amou Underlying Secur (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Am or Num of S
Non-Qualified Stock Option (right to buy)	\$ 18.28	10/15/2010		M	11,913	11/10/2006	11/10/2005	Common Stock	11
Non-Qualified Stock Option (right to buy)	\$ 18.28	10/15/2010		M	20,793	11/10/2006	11/10/2012	Common Stock	20
Non-Qualified Stock Option (right to buy)	\$ 26.93	10/15/2010		M	23,094	11/09/2007	11/09/2013	Common Stock	23

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		

CARNE JOHN 4646 W SAM HOUSTON PARKWAY NORTH HOUSTON, TX 77041

Exec Vice President & COO

Signatures

By: Grace B. Holmes For: John D.
Carne 10/18/2010

**Signature of Reporting Person Date

Reporting Owners 2

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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).
- (1) The sale and underlying exercises reported in this Form 4 were effected pursuant to a trading plan under Rule 10b5-1 adopted by the reporting officer on September 30, 2010.

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.