

LARKEY ROSLYN R
Form 4
December 07, 2011

FORM 4

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

OMB APPROVAL

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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 *
LARKEY ROSLYN R

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)
6403 DURFORD DRIVE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/06/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP, Human Resources

HOUSTON, TX 77007

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 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 Beneficial Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
Common Stock	12/06/2011		M		1,032	A	\$ 22.3	23,454	D
Common Stock	12/06/2011		M		5,785	A	\$ 39.24	29,239	D
Common Stock	12/06/2011		M		2,300	A	\$ 42.81	31,539	D
Common Stock	12/06/2011		S		1,017	D	\$ 54.36	30,522	D
Common Stock	12/06/2011		S		8,100	D	\$ 54.361	22,422	D

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Common Stock 7,019.061 I by Trust

Reminder: Report on a separate line for each class of securities beneficially owned directly 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, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of 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 Amount of Underlying Security (Instr. 3 and 4)	8. Amount or Number of Shares
Incentive Stock Option (right to buy)	\$ 42.81	12/06/2011		M	2,300	10/20/2011 10/20/2020	Common Stock	2,300
Non-Qualified Stock Option (right to buy)	\$ 22.3	12/06/2011		M	1,032	11/13/2009 11/13/2015	Common Stock	1,032
Non-Qualified Stock Option (right to buy)	\$ 39.24	12/06/2011		M	5,785	11/06/2010 11/06/2016	Common Stock	5,785

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LARKEY ROSLYN R 6403 DURFORD DRIVE HOUSTON, TX 77007			VP, Human Resources	

Signatures

By: Grace B. Holmes For: Roslyn R. Larkey 12/07/2011
 **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).

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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