

CAMERON INTERNATIONAL CORP
 Form 4
 May 24, 2012

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 *
 ROSS DAVID

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)
 2121 KIRBY DRIVE, BOX 78
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 05/12/2012

Director 10% Owner
 Officer (give title below) Other (specify below)

HOUSTON, TX 77019
 (City) (State) (Zip)

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

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	05/14/2012 ⁽¹⁾		M	8,840 A	\$ 0 21,498	D	

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

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SEC 1474 (9-02)

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

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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 Securities (Instr. 3 and 4)	Amount or Number of Shares
				Code V (A) (D)		Date Exercisable Expiration Date	Title	
Deferred Stock Units	\$ 0	05/14/2012 ⁽¹⁾		M	8,840	⁽¹⁾ 05/14/2012	Common Stock	8,840
Deferred Stock Units	\$ 0	05/12/2012 ⁽²⁾		A	5,148	⁽²⁾ ⁽²⁾	Common Stock	5,148

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROSS DAVID 2121 KIRBY DRIVE, BOX 78 HOUSTON, TX 77019	X			

Signatures

By: Grace B. Holmes For: David Ross
Date: 05/24/2012

__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).
- (1) The Deferred Stock Units (DSUs) were converted into common stock per the terms of the DSU Award Agreement and distributed to recipient on May 24, 2012.
- (2) On May 12, 2012 each of the Company's non-employee directors received a grant of 5,148 deferred stock units (DSUs) under the Company's 2005 Equity Incentive Plan. Each DSU represents a right to receive one share of Cameron common stock at the end of the deferred period. The grant vests in four equal quarterly increments on August 12, 2012, November 12, 2012, February 12, 2013, and May 12, 2013. The deferral period runs through May 12, 2015 unless further deferred by the recipient, or upon termination of board service, whichever date is the first to occur. Reporting date of May 24, 2012 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.