CAMERON INTERNATIONAL CORP

Form 4 May 11, 2015

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

30(h) of the Investment Company Act of 1940

OMB

OMB APPROVAL

3235-0287 Number:

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Check this box

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue.

(Print or Type Responses)

1(b).

See Instruction

1. Name and Address of Reporting Person * **CUNNINGHAM C BAKER**

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) 3. Date of Earliest Transaction

(Month/Day/Year)

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

1333 WEST LOOP SOUTH, SUITE 05/07/2015

1700

(Street) 4. If Amendment, Date Original

(Middle)

(Zip)

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

HOUSTON,	TX	77	027
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(State)

(City)

(City)	(State)	Zip) Table	e I - Non-D	erivative	Secur	ities Acqu	uired, Disposed of	, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securin(A) or Di (Instr. 3,	spose 4 and (A) or	d of (D) 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)
Common Stock	05/07/2015		Code V M	Amount 1,439	(D)	Price \$ 52.09	70,184	D	
Common Stock	05/07/2015		M	7,638	A	\$ 52.09	77,822	D	
Common Stock	05/07/2015		M	3,916	A	\$ 52.09	81,738	D	

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

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(9-02)

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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)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. Number out 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Deferred Stock Units	\$ 0 (1)	05/07/2015		M	1,439	<u>(1)</u>	05/09/2010(1)	Common Stock	1,439
Deferred Stock Units	\$ 0 (1)	05/07/2015		M	7,638	<u>(1)</u>	<u>(1)</u>	Common Stock	7,638
Deferred Stock Units	<u>(1)</u>	05/07/2015		M	3,916	<u>(1)</u>	<u>(1)</u>	Common Stock	3,916

Reporting Owners

Reporting Owner Name / Address	Relationships						
•	Director	10% Owner	Officer	Other			
CUNNINGHAM C BAKER 1333 WEST LOOP SOUTH SUITE 1700 HOUSTON, TX 77027	X						

Signatures

By: Grace B. Holmes For: C. Baker
Cunningham

**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, on May 8, 2015. Mr. Cunningham retired from the Cameron International Corporation Board of Directors on May 8, 2015, and all vested DSUs were released

Reporting Owners 2

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to him.

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.