#### CAMERON INTERNATIONAL CORP

Form 4

February 18, 2016

# FORM 4

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

**SECURITIES** 

OMB Number:

3235-0287

Expires:

January 31, 2005

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Estimated average burden hours per

**OMB APPROVAL** 

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

response...

Check this box if no longer subject to Section 16. Form 4 or

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).

(Print or Type Responses)

1. Name and Address of Reporting Person \* SLEDGE CHARLES M

2. Issuer Name and Ticker or Trading

Symbol

**CAMERON INTERNATIONAL** CORP [CAM]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Middle) (Last) (First)

(Month/Day/Year)

Director 10% Owner X\_ Officer (give title Other (specify

02/16/2016

below) Sr Vice Pres & CFO

1333 WEST LOOP SOUTH, SUITE 1700

(Street)

4. If Amendment, Date Original

3. Date of Earliest Transaction

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 77027

(City)	(State)	(Zip) Tab	ole I - Non-	Derivative	Secu	rities Acquii	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed 3. 4. Securities Acquired (A) Execution Date, if Transaction Disposed of (D) any Code (Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8)  (A) or			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	02/16/2016		Code V S	Amount 15,145	(D)	Price \$ 65.0241	137,992	D	
Common Stock	02/17/2016		S	3,186	D	\$ 66.5813	134,806	D	
Common Stock	02/17/2016		A	20,454 (1)	A	\$ 66.28	155,260	D	
Common Stock	02/17/2016		F	7,639	D	\$ 66.28	147,621	D	
Common Stock							2,739.728	I	by Trust

### Edgar Filing: CAMERON INTERNATIONAL CORP - Form 4

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)

9. Nu Deriv Secur Bene Own Follo Repo Trans

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	e and	8. Price of	
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transact	ionNumber	Expiration D	ate	Amour	nt of	Derivative	
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	ying	Security	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ties	(Instr. 5)	
	Derivative				Securities	1		(Instr.	3 and 4)		
	Security				Acquired						
					(A) or						
					Disposed						
					of (D)						
					(Instr. 3,						
					4, and 5)						
									Amount		
									or		
						Date	Expiration		Number		
						Exercisable	Date		of		
				Code V	(A) (D)				Shares		
				Couc v	(II) $(D)$				Dilaics		

# **Reporting Owners**

Reporting Owner Name / Address	Relationships
Reporting Owner Name / Address	

Director 10% Owner Officer Other

SLEDGE CHARLES M 1333 WEST LOOP SOUTH SUITE 1700 HOUSTON, TX 77027

Sr Vice Pres & CFO

### **Signatures**

By: Grace B. Holmes For: Charles M. 02/18/2016

\*\*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 represent Performance Restricted Stock Units (PRSUs) awarded as of January 1, 2013 and earned during three performance years ending December 31, 2013, December 31, 2014, and December 31, 2015. The PRSU grant vested on December 31, 2015 and the shares were released to the employee on February 17, 2016, upon certification of Cameron's financial performance by the Compensation Committee of the Board.

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.

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