

CAMERON INTERNATIONAL CORP
 Form 4
 February 18, 2016

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
 MOORE JACK B

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)
 1333 WEST LOOP SOUTH, SUITE 1700

3. Date of Earliest Transaction (Month/Day/Year)
 02/16/2016

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

(Street)
 HOUSTON, TX 77027

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 Ownership (Instr. 4)		
				Code	V	Amount				(A) or (D)	Price
Common Stock	02/16/2016		M			50,000	A	\$ 42.81	295,565	D	
Common Stock	02/16/2016		S			50,000	D	\$ 64.9327	245,565	D	
Common Stock	02/17/2016		A			59,506 (1)	A	\$ 66.28	305,071	D	
Common Stock	02/17/2016		F			24,962	D	\$ 66.28	280,109	D	
Common Stock									2,537,511	I	by Managed

Common Stock	6,000	I	Account by Trust
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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 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)	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 42.81	02/16/2016		M	50,000	<u>(2)</u> 10/20/2020	Common Stock	50,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MOORE JACK B 1333 WEST LOOP SOUTH SUITE 1700 HOUSTON, TX 77027	X			

Signatures

By: Grace B. Holmes For: Jack B. Moore 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).

(1) 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

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Committee of the Board.

(2) Stock Options vest in three annual increments beginning 10/20/2011.

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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