





Item 8.01                    Other Events.

On June 17, 2011, Cameron International Corporation (the “Company”) entered into an amendment to its previously announced Rule 10b5-1 repurchase plan, dated June 8, 2011 (as amended, the “Plan”), with Credit Suisse Securities (USA) LLC (“Credit Suisse”) under which Credit Suisse may repurchase up to \$111,000,000 aggregate principal amount of the Company’s 2.50% Convertible Senior Notes due 2026 (the “Notes”). The Notes may be purchased by Credit Suisse only on June 29, 2011. The Plan specifies the timing and prices of the purchases, subject to the terms and conditions of the Plan, and is intended to comply with Rule 10b5-1 of the Securities Exchange Act of 1934, as amended. Depending upon prevailing market conditions and other factors, there can be no assurance that all authorized Notes will be purchased pursuant to the Plan.

As previously announced on June 3, 2011, the Company notified holders of the Notes that on July 6, 2011 it will redeem for cash all of the outstanding Notes at a redemption price equal to 100% of the principal amount, plus accrued and unpaid interest up to, but not including, the redemption date. The Notes may be converted at any time prior to 5:00 p.m., New York City time, on July 5, 2011 in accordance with the terms set forth in the Indenture and the Notes. The Company will satisfy in full in cash its conversion obligation with respect to Notes converted during the period from, and including June 3, 2011 to, and including, July 5, 2011.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CAMERON INTERNATIONAL  
CORPORATION

By: /s/ William C.

Lemmer

William C. Lemmer

Senior Vice President and General  
Counsel

Date: June 17, 2011