

MCDERMOTT INTERNATIONAL INC  
 Form 4  
 May 19, 2008

**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 \*  
 NESSER JOHN T III

2. Issuer Name and Ticker or Trading Symbol  
 MCDERMOTT INTERNATIONAL INC [MDR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
 05/15/2008

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 EVP, Chief Admin. & Legal Off.

C/O MCDERMOTT INTERNATIONAL, INC., 777 N. ELDRIDGE PARKWAY

(Street)

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

HOUSTON, TX 77079

(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 Indirect Beneficial Ownership (Instr. 4)			
				(A) or (D)	Price					
				Code	V	Amount				
Common Stock	05/15/2008		M		23,730	A	\$ 6.7267	345,567	D	
Common Stock	05/15/2008		S		23,730	D	11	321,837	D	
Common Stock	05/15/2008		M		12,000	A	\$ 4.845	333,837	D	
Common Stock	05/15/2008		S		12,000	D	12	321,837	D	
								13,764 (3)	I	

Common  
Stock

401 K  
Plan

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)

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)	8. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 6.7267	05/15/2008		M	23,730	<sup>(4)</sup> 05/12/2015	Common Stock	23,730
Stock Option (Right to Buy)	\$ 4.845 <sup>(5)</sup>	05/15/2008		M	12,000 <sup>(5)</sup>	<sup>(6)</sup> 03/06/2011	Common stock	12,000 <sup>(5)</sup>

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NESSER JOHN T III C/O MCDERMOTT INTERNATIONAL, INC. 777 N. ELDRIDGE PARKWAY HOUSTON, TX 77079			EVP, Chief Admin. & Legal Off.	

## Signatures

Liane K. Hinrichs, by power of attorney  
05/19/2008

\_\_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).

The stock was sold in multiple transactions at the following prices: 200 @ \$57.615; 500 @ \$57.60; 600 @ \$57.585; 300 @ \$57.58; 1,100 @ \$57.55; 1,300 @ \$57.53; 700 @ \$57.515; 1,800 @ \$57.50; 200 @ \$57.495; 1,100 @ \$57.49; 930 @ \$57.47; 1,300 @ \$57.46; 2,300 @ \$57.45; 500 @ \$57.445; 200 @ \$57.44; 300 @ \$57.43; 1,000 @ \$57.42; 500 @ \$57.415; 500 @ 57.41; 100 @ \$57.405; 1,200 @ \$57.40; 500 @ \$57.39; 200 @ \$57.38; 200 @ 57.375; 700 @ \$57.37; 300 @ \$57.36; 900 @ \$57.355; 500 @ \$57.35; 200 @ \$57.34; 1,100 @ \$57.32; 900 @ \$57.32; 300 @ \$57.315; 900 @ \$57.31; 100 @ \$57.29 and 300 @ \$57.28.

The stock was sold in multiple transactions at the following prices: 800 @ \$57.57; 500 @ \$57.55; 400 @ \$57.54; 1,100 @ \$57.525; 200 @ \$57.52; 700 @ \$57.5150; 3,000 @ \$57.51; 200 @ \$57.5050; 1,100 @ \$57.50; 100 @ \$57.495; 800 @ \$57.49; 300 @ \$57.48; 2,300 @ \$57.47 and 500 @ \$57.46.

(3) Based upon units held in 401K Plan and the fair market value of Common Stock as of May 15, 2008.

(4) The options provided for vesting in three equal installments, on May 12, 2006, 2007 and 2008.

(5) This option was previously reported as covering 104,000 shares at an exercise price of \$14.5350 but has been adjusted to reflect the 3-for-2 stock split that occurred on May 31, 2006 and the 2-for-1 stock split that occurred on September 10, 2007.

(6) The options provided for vesting in three equal installments, on March 6, 2002, 2003 and 2004.

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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