

MCDERMOTT INTERNATIONAL INC  
 Form 4/A  
 May 21, 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 \*  
**FEES JOHN A**

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  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
**P & CEO- The B&W Company**

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

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)  
**05/19/2008**

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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	05/15/2008		M	50,955 (1) A \$ 6.7267	130,828.882 (1)	D	
Common Stock	05/15/2008		S	50,955 (1) D (2) 79,833.882		D	

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	50,955 (1)	(3) 05/12/2015	Common Stock	50,955 (1)

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director    10% Owner    Officer    Other

FEES JOHN A  
C/O MCDERMOTT INTERNATIONAL, INC.  
777 N. ELDRIDGE PARKWAY  
HOUSTON, TX 77079

P & CEO- The B&W Company

## Signatures

Liane K. Hinrichs, by power of attorney  
05/20/2008

\_\_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).

(1) This amendment is filed to correct the amount of shares reported on the reporting person's Form 4 filed May 19, 2008.

The stock was sold in multiple transactions at the following prices: 100 @ \$57.68; 200 @ \$57.64; 600 @ \$57.63; 800 @ \$57.58; 600 @ \$57.57; 400 @ \$57.54; 500 @ \$57.53; 1,675 @ \$57.50; 100 @ \$57.49; 1,800 @ \$57.48; 100 @ \$57.4725; 1,200 @ \$57.47; 1,800 @ \$57.46; 500 @ \$57.44; 800 @ \$57.41; 800 @ \$57.39; 2,600 @ \$57.38; 200 @ \$57.375; 4,300 @ \$57.37; 400 @ \$57.365; 1,900 @

(2) \$57.36; 1,500 @ \$57.35; 1,201 @ \$57.34; 400 @ \$57.335; 1,900 @ \$57.33; 9,975 @ \$57.32; 1,884 @ \$57.31; 216 @ \$57.305; 200 @ \$57.3025; 600 @ \$57.30; 100 @ \$57.295; 1,800 @ \$57.29; 1,084 @ \$57.2825; 1,216 @ \$57.28; 900 @ \$57.27; 2,300 @ \$57.26; 1,500 @ \$57.25; 300 @ \$57.1925; 600 @ \$57.19; 54 @ \$57.18; 500 @ \$57.395; 100 @ \$57.385; 100 @ \$57.38; 600 @ \$57.35; 100 @ \$57.345 and 450 @ \$57.34.

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

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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