

SCHIEVELBEIN THOMAS C  
 Form 4  
 January 31, 2011

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

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 \*  
 SCHIEVELBEIN THOMAS C

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

3. Date of Earliest Transaction (Month/Day/Year)  
 08/02/2010

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

(Street)  
 HOUSTON, TX 77079

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |                                   |
|                                 |                                      |  |                                | Code  | V   | Amount   |                                   |

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)

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

Edgar Filing: SCHIEVELBEIN THOMAS C - Form 4

| 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. D S (     |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title        | Amount or Number of Shares |
| Stock Options (right to buy)               | \$ 1.81  | 08/02/2010                           |  | J <sup>(1)</sup>               | V 438   | <sup>(2)</sup>   | 01/30/2014  | Common Stock | 438                        |
| Stock Options (right to buy)               | \$ 1.5   | 08/02/2010                           |  | J <sup>(3)</sup>               | V 5,233   | <sup>(2)</sup>   | 05/05/2014  | Common Stock | 5,233                      |
| Stock Options (right to buy)               | \$ 1.29  | 08/02/2010                           |  | J <sup>(4)</sup>               | V 29,073  | <sup>(2)</sup>   | 05/13/2014  | Common Stock | 29,073                     |
| Stock Options (right to buy)               | \$ 3.43  | 08/02/2010                           |  | J <sup>(5)</sup>               | V 1,744   | <sup>(2)</sup>   | 05/04/2015  | Common Stock | 1,744                      |
| Stock Options (right to buy)               | \$ 3.47  | 08/02/2010                           |  | J <sup>(6)</sup>               | V 29,073  | <sup>(2)</sup>   | 05/12/2015  | Common Stock | 29,073                     |
| Stock Options (right to buy)               | \$ 10.79   | 08/02/2010                           |  | J <sup>(7)</sup>               | V 5,233   | <sup>(2)</sup>   | 05/03/2016  | Common Stock | 5,233                      |
| Stock Options (right to buy)               | \$ 14.89   | 08/02/2010                           |  | J <sup>(8)</sup>               | V 1,744   | <sup>(2)</sup>   | 05/04/2017  | Common Stock | 1,744                      |

## Reporting Owners

| Reporting Owner Name / Address                             | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| SCHIEVELBEIN THOMAS C<br>C/O MCDERMOTT INTERNATIONAL, INC. |               |           | X       |       |

777 N. ELDRIDGE PARKWAY  
HOUSTON, TX 77079

## Signatures

Liane K. Hinrichs, by power of  
attorney

01/31/2011

\_\_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 options were originally reported as covering 75 shares at an exercise price of \$10.50 per share, which were then adjusted in connection with the Issuer's 3-for-2 stock split on May 31, 2006 to cover 113 shares at an exercise price of \$7.00 per share, which were then adjusted in connection with the Issuer's 2-for-1 stock split on September 10, 2007 to cover 226 shares at an exercise price of \$3.50 per share, and these options were then adjusted in connection with the July 30, 2010 spin-off of The Babcock & Wilcox Company (the "Spin-off").

(2) 100% of the options are vested.

(3) These options were originally reported as covering 900 shares at an exercise price of \$8.735 per share, which were then adjusted in connection with the Issuer's 3-for-2 stock split on May 31, 2006 to cover 1,350 shares at an exercise price of \$5.8233 per share, which were then adjusted in connection with the Issuer's 2-for-1 stock split on September 10, 2007 to cover 2,700 shares at an exercise price of \$2.9117 per share, and these options were then adjusted in connection with the Spin-off.

(4) These options were originally reported as covering 5,000 shares at an exercise price of \$7.525 per share, which were then adjusted in connection with the Issuer's 3-for-2 stock split on May 31, 2006 to cover 7,500 shares at an exercise price of \$5.0166 per share, which were then adjusted in connection with the Issuer's 2-for-1 stock split on September 10, 2007 to cover 15,000 shares at an exercise price of \$2.5083 per share, and these options were then adjusted in connection with the Spin-off.

(5) These options were originally reported as covering 300 shares at an exercise price of \$19.935 per share, which were then adjusted in connection with the Issuer's 3-for-2 stock split on May 31, 2006 to cover 450 shares at an exercise price of \$13.29 per share, which were then adjusted in connection with the Issuer's 2-for-1 stock split on September 10, 2007 to cover 900 shares at an exercise price of \$6.645 per share, and these options were then adjusted in connection with the Spin-off.

(6) These options were originally reported as covering 5,000 shares at an exercise price of \$20.18 per share, which were then adjusted in connection with the Issuer's 3-for-2 stock split on May 31, 2006 to cover 7,500 shares at an exercise price of \$13.4533 per share, which were then adjusted in connection with the Issuer's 2-for-1 stock split on September 10, 2007 to cover 15,000 shares at an exercise price of \$6.7267 per share, and these options were then adjusted in connection with the Spin-off.

(7) These options were originally reported as covering 900 shares at an exercise price of \$62.75 per share, which were then adjusted in connection with the Issuer's 3-for-2 stock split on May 31, 2006 to cover 1,350 shares at an exercise price of \$41.8333 per share, which were then adjusted in connection with the Issuer's 2-for-1 stock split on September 10, 2007 to cover 2,700 shares at an exercise price of \$20.9167 per share, and these options were then adjusted in connection with the Spin-off.

(8) These options were originally reported as covering 450 shares at an exercise price of \$57.735 per share, which were then adjusted in connection with the Issuer's 2-for-1 stock split on September 10, 2007 to cover 900 shares at an exercise price of \$28.8675 per share, and these options were then adjusted in connection with the Spin-off.

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.