

Stein Robert Wayne
Form 4
February 14, 2018

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Stein Robert Wayne

(Last) (First) (Middle)

FULBRIGHT TOWER,
1301, MCKINNEY ST., SUITE
2300

(Street)

HOUSTON, TX 77010

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
MRC GLOBAL INC. [MRC]

3. Date of Earliest Transaction
(Month/Day/Year)
02/12/2018

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

SVP- Business Development

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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 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)
Common Stock	02/12/2018		A	(A) or (D) Amount (1) 10,415	\$ 0 59,161	D	
Common Stock	02/13/2018		F	950 (2)	\$ 16.35 58,211	D	
Common Stock	02/12/2018		A	1,018 (3)	\$ 0 3,738	I	By Spouse
Common Stock	02/13/2018		F	100 (4)	\$ 16.35 3,638	I	By Spouse

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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Stein Robert Wayne FULBRIGHT TOWER, 1301 MCKINNEY ST., SUITE 2300 HOUSTON, TX 77010			SVP- Business Development	

Signatures

/s/ Ann D. Garnett, by power of attorney 02/14/2018

**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) On February 12, 2018, the reporting person received 10,415 Restricted Stock Units (the "February 2018 Annual Grant"). Each Restricted Stock Unit represents a contingent right to receive one share of issuer's Common Stock. 34% of the February 2018 Annual Grant will vest on 2/12/2019 and 33% of the February 2018 Annual Grant will vest on each of 2/12/20 and 2/12/21, each conditioned on the reporting person's continued service with the issuer and subject to accelerated vesting under certain circumstances.
- (2) The reporting person surrendered these shares to satisfy tax withholding obligations resulting from the vesting of certain Restricted Stock Units of the issuer.
- (3) On February 12, 2018, the reporting person received 1,018 Restricted Stock Units through his spouse (the "Spouse February 2018 Annual Grant"). Each Restricted Stock Unit represents a contingent right to receive one share of issuer's Common Stock. 34% of the Spouse February 2018 Annual Grant will vest on 2/12/2019 and 33% of the February 2018 Annual Grant will vest on each of 2/12/20 and

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2/12/21, each conditioned on the reporting person's continued spouse's service with the issuer and subject to accelerated vesting under certain circumstances.

- (4) The reporting person surrendered these shares to satisfy tax withholding obligations resulting from the vesting of certain Restricted Stock Units of the issuer.

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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