

MCDERMOTT INTERNATIONAL INC  
 Form 4  
 April 04, 2008

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

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**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 \*  
 WILKINSON BRUCE W

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)  
 04/02/2008

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

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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	04/02/2008		F	29,962 D \$ 57.89	685,832	D	
Common Stock	04/03/2008		M <sup>(1)</sup>	43,640 A \$ 4.845	729,472	D	
Common Stock	04/03/2008		S <sup>(1)</sup>	43,640 D <u>(2)</u> <u>(3)</u>	685,832	D	
Common Stock					10,297 <u>(4)</u>	I	401k Plan



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600 @ \$57.67; 100 @ \$57.70; 1,500 @ \$57.73; 2,500 @ \$57.74; 478 @ \$57.75; 200 @ \$57.76; 322 @ \$57.80; 200 @ \$57.81; 100 @ \$57.82; 300 @ \$57.83; 200 @ \$57.84; 900 @ \$57.85; 200 @ \$57.86; 600 @ \$57.87; 300 @ \$57.88; 700 @ \$57.89; 300 @ \$57.91; continued on footnote no. 3

(3) continued from footnote no. 2; 400 @ \$57.93; 200 @ \$57.96; 300 @ \$57.97; 200 @ \$57.98; 600 @ \$57.99; 200 @ \$58.00; 400 @ \$58.02; 400 @ \$58.04; 200 @ \$58.06; 600 @ \$58.08; 600 @ \$58.09; 800 @ \$58.10; 500 @ \$58.11; 300 @ \$58.12; 2,200 @ \$58.13; 600 @ \$58.14; 500 @ \$58.15; 500 @ \$58.16; 600 @ \$58.17; 500 @ \$58.19; 800 @ \$58.20; 500 @ \$58.22; 200 @ \$58.23; 400 @ \$58.24; 100 @ \$58.25; 2,000 @ \$58.26; 300 @ \$58.30; 400 @ \$58.32 and 200 @ \$58.35.

(4) Based upon units held in 401k Plan and the fair market value of Common Stock as of April 1, 2008.

(5) This option vested 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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