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MCDERMO Form 4 May 26, 200	OTT INTERNAT	IONAL IN	NC								
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549							OMB AF OMB Number:	3235-0287			
Check the if no lon subject to Section Form 4	nger STATEN to 16.	box STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF							Expires: Estimated a burden hou response	irs per	
Form 5 obligations may continue. See Instruction 1(b). 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 J NESSER J	2. Issuer Name and Ticker or Trading Symbol MCDERMOTT INTERNATIONAL INC [MDR]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
(Last) C/O MCDH INTERNA POYDRAS	3. Date of Earliest Transaction (Month/Day/Year) 05/24/2005					Director 10% Owner X Officer (give title Other (specify below) below) EVP, Gen. Counsel & Corp. Sec.					
				Amendment, Date Original I(Month/Day/Year)				 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person 			
(City)	(State)	(Zip)	Tab	la I - Non-I	Dorivativa	Socur		ired, Disposed of,	or Bonoficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	e 2A. Deem Execution any (Month/D	ed Date, if	3.		ies Ac ed of (quired (A) (D)	 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) 		7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock	05/24/2005			M		A	\$ 14.535	146,349	D		
Common Stock	05/24/2005			S	10,000	D	<u>(1)</u>	136,349	D		
Common Stock								4,289 (2)	Ι	401K Plan	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)

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required to respond unless the form displays a currently valid OMB control number.

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. Transactio Code (Instr. 8)	5. Number of orDerivative 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 E S (1
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (Right to Buy)	\$ 14.535	05/24/2005		М	10,000	<u>(3)</u>	03/06/2011	Common Stock	10,000	

Reporting Owners

**Signature of Reporting Person

Reporting Owner Name / Address		Relationships						
r g	Director	10% Owner	Officer	Other				
NESSER JOHN T III C/O MCDERMOTT INTERNATIONAL, IN 1450 POYDRAS STREET NEW ORLEANS, LA 70112	IC.		EVP, Gen. Counsel & Corp. Sec.					
Signatures								
Liane K. Hinrichs, 05/ Attorney-in-Fact	26/2005							

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: 700 shares at \$21.50; 1,200 shares at \$21.5008; 1,300 shares at

- (1) \$21.51; 300 shares at \$21.5148; 700 shares at \$21.52; 300 shares at \$21.5208; 1,200 shares at \$21.55; 300 shares at \$21.5516; 300 shares at \$21.554; 700 shares at \$21.554; 700 shares at \$21.56; 300 shares at \$21.5632; 900 shares at \$21.57; 300 shares at \$21.5708; 300 shares at \$21.5716; 800 shares at \$21.59; 300 shares at \$21.5908; and 100 shares at \$21.60.
- (2) Based upon units held in 401K Plan and the fair market value of Common Stock as of May 24, 2005.

Date

(3) The 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. 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.