

MCDERMOTT INTERNATIONAL INC  
Form 10-Q/A  
August 27, 2009

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D. C. 20549

(Mark One)

FORM 10-Q/A

(Amendment No. 2)

X QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934

For the quarterly period ended June 30, 2009

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File No. 001-08430

McDERMOTT INTERNATIONAL, INC.  
(Exact name of registrant as specified in its charter)

REPUBLIC OF PANAMA  
(State or Other Jurisdiction of  
Incorporation or Organization)

72-0593134  
(I.R.S. Employer Identification No.)

777 N. ELDRIDGE PKWY.  
HOUSTON, TEXAS  
(Address of Principal Executive Offices)

77079  
(Zip Code)

Registrant's Telephone Number, Including Area Code: (281) 870-5901

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of “large accelerated filer,” “accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

The number of shares of the registrant's common stock outstanding at July 31, 2009 was 229,905,704

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Explanatory Note

We are filing this Amendment No. 2 to our quarterly report on Form 10-Q for the period ended June 30, 2009 (the “June 2009 Form 10-Q”) solely to furnish Exhibit 101 XBRL interactive data files in accordance with Rule 405 (a)(2) of Regulation S-T. Amendment No. 1 to the Form 10-Q filed on August 27, 2009 inadvertently contained an error that prevented attachment of these files. This amendment does not change or update the disclosures set forth in the June 2009 Form 10-Q as originally filed and does not otherwise reflect events occurring after the original filing of the June 2009 Form 10-Q.

Pursuant to Rule 406T of Regulation S-T, the interactive data files contained in Exhibit 101 are deemed “not filed” or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, are deemed “not filed” for purposes of Section 18 of the Securities and Exchange Act of 1934, as amended, and otherwise are not subject to liability under those sections.

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Item 6. Exhibits

Exhibit 3.1\* - McDermott International, Inc.'s Amended and Restated Articles of Incorporation (incorporated by reference to Exhibit 3.1 to McDermott International, Inc.'s Quarterly Report on Form 10-Q for the quarter ended September 30, 2008 (File No. 1-08430)).

Exhibit 3.2\* - McDermott International, Inc.'s Amended and Restated By-Laws (incorporated by reference to Exhibit 3.1 to McDermott International, Inc.'s Current Report on Form 8-K dated May 3, 2006 (File No. 1-08430)).

Exhibit 3.3\* - Amended and Restated Certificate of Designation of Series D Participating Preferred Stock (incorporated by reference to Exhibit 3.3 to McDermott International, Inc.'s Quarterly Report on Form 10-Q for the quarter ended September 30, 2001 (File No. 1-08430)).

Exhibit 10.1\* - 2009 McDermott International, Inc. Long-Term Incentive Plan (Effective May 8, 2009) (incorporated by reference to Appendix A to McDermott International, Inc.'s Proxy Statement dated March 27, 2009 (File No. 1-08430)).

Exhibit 31.1\*\* - Rule 13a-14(a)/15d-14(a) certification of Chief Executive Officer.

Exhibit 31.2\*\* - Rule 13a-14(a)/15d-14(a) certification of Chief Financial Officer.

Exhibit 32.1\*\* - Section 1350 certification of Chief Executive Officer.

Exhibit 32.2\*\* - Section 1350 certification of Chief Financial Officer.

Exhibit 101† – Interactive Data Files

\* Incorporated by reference to the filing indicated.

\*\* Previously filed.

† Furnished herewith.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

MCDERMOTT INTERNATIONAL, INC.

/s/ Michael S. Taff

By: Michael S. Taff  
Senior Vice President and Chief Financial  
Officer  
(Principal Financial Officer and Duly  
Authorized  
Representative)

/s/ Dennis S. Baldwin

By: Dennis S. Baldwin  
Vice President and Chief Accounting  
Officer  
(Principal Accounting Officer and Duly  
Authorized  
Representative)

August 10, 2009

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EXHIBIT INDEX

Exhibit Number	Description
3.1*	McDermott International, Inc.'s Articles of Incorporation, as amended (incorporated by reference to Exhibit 3.1 to McDermott International, Inc.'s Quarterly Report on Form 10-Q for the quarter ended September 30, 2008 (File No. 1-08430)).
3.2*	McDermott International, Inc.'s Amended and Restated By-Laws (incorporated by reference to Exhibit 3.1 to McDermott International, Inc.'s Current Report on Form 8-K dated May 3, 2006 (File No. 1-08430)).
3.3*	Amended and Restated Certificate of Designation of Series D Participating Preferred Stock (incorporated by reference to Exhibit 3.3 to McDermott International, Inc.'s Quarterly Report on Form 10-Q for the quarter ended September 30, 2001 (File No. 1-08430)).
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31.1**	Rule 13a-14(a)/15d-14(a) certification of Chief Executive Officer.
31.2**	Rule 13a-14(a)/15d-14(a) certification of Chief Financial Officer.
32.1**	Section 1350 certification of Chief Executive Officer.
32.2**	Section 1350 certification of Chief Financial Officer.
101†	Interactive Data Files

\*\* Incorporated by reference to the filing indicated.

\*\* Previously filed.

† Furnished herewith.

