

CHICAGO BRIDGE & IRON CO N V  
 Form 4  
 June 05, 2012

**FORM 4**

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

OMB APPROVAL

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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 \*  
 ASHERMAN PHILIP K

2. Issuer Name and Ticker or Trading Symbol  
 CHICAGO BRIDGE & IRON CO N V [CBI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 2103 RESEARCH FOREST DRIVE  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 06/01/2012

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

THE WOODLANDS, TX 77380  
 (City) (State) (Zip)

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

**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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	06/01/2012		S <sup>(1)</sup>		75,000	D	\$ 35.0555
Common Stock	06/01/2012		M		7,000	A	\$ 11.565
Common Stock	06/01/2012		S <sup>(1)</sup>		7,000	D	\$ 35
Common Stock	06/01/2012		M		3,380	A	\$ 14.12
Common Stock	06/01/2012		S <sup>(1)</sup>		3,380	D	\$ 35

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Common Stock	06/01/2012	M	7,000	A	\$ 13.91	649,380	D	
Common Stock	06/01/2012	S <sup>(1)</sup>	7,000	D	\$ 35	642,380	D	
Common Stock						26,893.7789	I	By 401(k) Plan

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. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 11.565	06/01/2012		M	7,000	07/01/2010 07/01/2013	Common Stock	7,000	
Stock Option (right to buy)	\$ 14.12	06/01/2012		M	3,380	02/12/2011 02/12/2014	Common Stock	3,380	
Stock Option (right to buy)	\$ 13.91	06/01/2012		M	7,000	07/01/2011 07/01/2014	Common Stock	7,000	

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

ASHERMAN PHILIP K  
2103 RESEARCH FOREST DRIVE X President and CEO  
THE WOODLANDS, TX 77380

## Signatures

Cindy A. McMinn, attorney  
in fact 06/05/2012

\_\_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) The sales represented in this Form 4 were effected pursuant to a Rule 10b5-1 sales plan adopted by the reporting person on May 23, 2012.

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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