

McCarthy Daniel M.  
Form 4  
May 14, 2018

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
McCarthy Daniel M.

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)  
05/10/2018

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
EVP, Lummus Technology

C/O MCDERMOTT INTERNATIONAL, INC., 757 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 Ownership (Instr. 4) |   |           |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|---|-----------|
|                                 |                                      |                                                    |                                | (A) or (D)                                                        | Price                                                                                         |                                                          |                                   |   |           |
|                                 |                                      |                                                    |                                | Code                                                              | V                                                                                             | Amount                                                   |                                   |   |           |
| Common Stock                    | 05/10/2018                           |                                                    | A                              | 74,137                                                            | A                                                                                             | (\$)                                                     | 74,137                            | D |           |
| Common Stock                    | 05/10/2018                           |                                                    | A                              | 44                                                                | A                                                                                             | (\$)                                                     | 44                                | I | 401K Plan |

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

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SEC 1474 (9-02)

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**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) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable Expiration Date                         | Title Amount or Number of Shares                              |
| Restricted Stock Units                     | (2)                                                    | 05/10/2018                           |                                                    | A                              | 99,103                                                                                  | (3) (3)                                                  | Common Stock 99,103                                           |
| Stock Options (Right to Buy)               | \$ 8.19                                                | 05/10/2018                           |                                                    | A                              | 26,634                                                                                  | 02/20/2010 02/20/2019                                    | Common Stock 26,634                                           |

**Reporting Owners**

| Reporting Owner Name / Address                                                                          | Relationships |           |                        |       |
|---------------------------------------------------------------------------------------------------------|---------------|-----------|------------------------|-------|
|                                                                                                         | Director      | 10% Owner | Officer                | Other |
| McCarthy Daniel M.<br>C/O MCDERMOTT INTERNATIONAL, INC.<br>757 N. ELDRIDGE PARKWAY<br>HOUSTON, TX 77079 |               |           | EVP, Lummus Technology |       |

**Signatures**

/s/ John M. Freeman, by Power of Attorney 05/14/2018

\*\*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) Pursuant to the Business Combination Agreement, dated as of December 18, 2017 (the "BCA") to which the Issuer and Chicago Bridge & Iron Company N.V. ("CB&I") are parties, each ordinary share of CB&I beneficially owned by the Reporting Person at the effective time of the transactions contemplated by the BCA was exchanged for .82407 ordinary shares of the Issuer (the Exchange Ratio).
- (2) The restricted units were granted to the reporting person on February 14, 2018 by CB&I. Each restricted stock unit represents a right to receive the value of one share of MDR common stock. Pursuant to the BCA, each restricted stock unit beneficially owned by the Reporting Person at the effective time of the transactions contemplated by the BCA was exchanged for .82407 restricted stock units of the Issuer (the Exchange Ratio).
- (3) The restricted stock units vest in three equal annual installments beginning February 14, 2019.
- (4)

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The stock options were originally options to purchase CB&I stock. Pursuant to the BCA, each stock option beneficially owned by the Reporting Person at the effective time of the transactions contemplated by the BCA was exchanged for .82407 stock options of the Issuer (the Exchange Ratio).

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.