WILKINSON BRUCE W

Form 4

January 05, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

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if no longer subject to Section 16. Form 4 or Form 5 obligations

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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

1(b).

(Print or Type Responses)

may continue.

See Instruction

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading WILKINSON BRUCE W Issuer Symbol MCDERMOTT INTERNATIONAL (Check all applicable) INC [MDR] 10% Owner (Last) (First) (Middle) 3. Date of Earliest Transaction _X__ Director X_ Officer (give title Other (specify (Month/Day/Year) below) C/O MCDERMOTT 01/03/2006 Chairman and CEO INTERNATIONAL, INC., 1450 POYDRAS STREET (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person

NEW ORLEANS, LA 70112

	(City)	(State) (Zip) Table	e I - Non-Do	erivative S	ecurit	ies Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Tit Secu (Instr	rity	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securities Acquired n(A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Con	ımon :k	01/03/2006		Code V M(1)	Amount 20,000	(A) or (D)	Price \$ 3.15	Transaction(s) (Instr. 3 and 4) 326,872	D	
Con	nmon ek	01/03/2006		S <u>(1)</u>	20,000	D	<u>(2)</u>	306,872	D	
Con	nmon k							3,198 (3)	I	401(K) 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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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 onDerivative 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
Stock Option (Right to Buy)	\$ 3.15	01/03/2006		M(1)	20,000	<u>(4)</u>	04/02/2013	Common Stock	20,000

Reporting Owners

Reporting Owner Name / Address	Relationships					
. 0	Director	10% Owner	Officer	Other		
WILKINSON BRUCE W C/O MCDERMOTT INTERNATIONAL, INC. 1450 POYDRAS STREET NEW ORLEANS, LA 70112	X		Chairman and CEO			

Signatures

Liane K. Hinrichs, Attorney-in-Fact 01/05/2006

**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 and underlying exercise reported in the Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 18, 2005.
- The stock was sold in multiple transactions at the following prices: 1800 at \$45.10; 800 at \$45.11; 1600 at \$45.22; 800 at \$45.23; 300 at \$45.24; 400 at \$45.33; 600 at \$45.43; 700 at \$45.45; 500 at \$45.46; 500 at \$45.50; 400 at \$45.51; 100 at \$45.55; 1900 at \$45.56; 200 at \$45.57; 400 at \$45.58; 1400 at \$45.60; 100 at \$45.64; 800 at \$45.65; 300 at \$45.66; 700 at \$45.68; 500 at \$45.69; 700 at \$45.74; 2900 at \$45.75; 500 at \$45.76; 1000 at \$45.82; and 100 at \$45.83.
- (3) Based upon units held in 401K Plan and the fair market value of Common Stock as of 12/30/05.
- (4) The option provided for vesting in three equal installments, on April 2, 2004, 2005 and 2006.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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