

SANNINO LOUIS J
 Form 4
 December 09, 2005

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 *
 SANNINO LOUIS J

2. Issuer Name and Ticker or Trading Symbol
 MCDERMOTT INTERNATIONAL INC [MDR]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 ___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 EVP, Human Res, Health, Safety

(Last) (First) (Middle)
 C/O MCDERMOTT INTERNATIONAL, INC., 1450 POYDRAS STREET
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 12/07/2005

NEW ORLEANS, LA 70112
 (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)
Common Stock	12/07/2005		M	30,000 A	\$ 14.535	110,427	D
Common Stock	12/07/2005		S	30,000 D	80,427		D
Common Stock					5,414 ⁽²⁾	I	401(K) 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)	8. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 14.535	12/07/2005		M	30,000	(3) 03/06/2011	Common Stock	30,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SANNINO LOUIS J C/O MCDERMOTT INTERNATIONAL, INC. 1450 POYDRAS STREET NEW ORLEANS, LA 70112			EVP, Human Res, Health, Safety	

Signatures

Liane Hinrichs,
Attorney-in-fact 12/09/2005

__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).

Sold at: 300 @ \$41.17; 400 @ \$41.23; 100 @ \$41.24; 300 @ \$41.26; 1,000 @ \$41.30; 700 @ \$41.31; 900 @ \$41.32; 100 @ \$41.35; 500 @ \$41.37; 300 @ \$41.39; 300 @ \$41.40; 1,800 @ \$41.45; 200 @ \$41.47; 300 @ \$41.48; 400 @ \$41.50; 500 @ \$41.501; 100 @ \$41.51; 300 @ \$41.56; 300 @ \$41.561; 800 @ \$41.57; 400 @ \$41.58; 300 @ \$41.581; 300 @ \$41.587; 600 @ \$41.59; 600 @ \$41.61; 1,000 @ \$41.63; 300 @ \$41.631; 900 @ \$41.64; 600 @ \$41.65; 900 @ \$41.66; 300 @ \$41.665; 300 @ \$41.67; 600 @ \$41.672; 300 @ \$41.677; (1) 100 @ \$41.68; 300 @ \$41.682; 200 @ \$41.69; 500 @ \$41.692; 300 @ \$41.70; 300 @ \$41.705; 400 @ \$41.72; 300 @ \$41.721; 300 @ \$41.728; 800 @ \$41.73; 600 @ \$41.74; 300 @ \$41.75; 300 @ \$41.757; 200 @ \$41.77; 200 @ \$41.771; 300 @ \$41.774; 900 @ \$41.79; 300 @ \$41.793; 800 @ \$41.81; 700 @ \$41.82; 300 @ \$41.829; 300 @ \$41.834; 200 @ \$41.84; 300 @ \$41.851; 900 @ \$41.86; 300 @ \$41.863; 200 @ \$41.87; 100 @ \$41.95; 100 @ \$41.952; 500 @ \$41.96; 600 @ \$41.961; 300 @ \$42.01; 300 @ \$42.011 and 500 @ \$42.05.

(2) Based upon units held in 401K Plan and the fair market value of Common Stock as of 12/1/05.

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(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.

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