

DEASON ROBERT A
Form 4
June 14, 2006

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 *
DEASON ROBERT A

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)
06/12/2006

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Pres&COO-J. Ray McDermott, SA

C/O MCDERMOTT INTERNATIONAL, INC., 777 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)
			Code	V Amount (A) or (D) Price			
Common Stock	06/12/2006		M ⁽¹⁾	6,000 A \$ 2.1	144,964	D	
Common Stock	06/12/2006		S ⁽¹⁾	6,000 D <u>(2)</u>	138,964 ⁽³⁾	D	
Common Stock					2,998 ⁽⁴⁾	I	401(K) Shares

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

Persons who respond to the collection of information contained in this form are not

SEC 1474 (9-02)

required to respond unless the form displays a currently valid OMB control number.

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
						Date Exercisable	Expiration Date		
						Code	V		
Stock Options (Right to Buy)	\$ 2.1 (5)	06/12/2006		M(1)	6,000 (5)	(6)	04/02/2013	Common Stock	6,000 (5)

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

DEASON ROBERT A
C/O MCDERMOTT INTERNATIONAL, INC.
777 N. ELDRIDGE PARKWAY
HOUSTON, TX 77079

Pres&COO-J. Ray McDermott, SA

Signatures

Liane K. Hinrichs,
Attorney-in-Fact 06/14/2006

**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 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on May 27, 2005.

The stock was sold in multiple transactions at the following prices: 100 shares @ \$45.23; 100 shares @ \$45.11; 100 shares @ \$44.99; 200 shares @ 44.85; 200 shares @ \$44.58; 400 shares @ \$44.48; 200 shares @ \$44.47; 200 shares @ \$44.37; 300 shares @ \$43.99; 200 shares @ \$43.95; 200 shares @ \$43.91; 100 shares @ \$43.63; 200 shares @ \$43.60; 200 shares @ \$43.59; 100 shares @ \$43.57; 200

(2) shares @ \$43.56; 400 shares @ \$43.55; 100 shares @ \$43.53; 200 shares @ \$43.44; 100 shares @ \$43.22; 200 shares @ \$43.15; 100 shares @ \$43.03; 100 shares @ \$42.99; 200 shares @ \$42.98; 300 shares @ \$42.97; 100 shares @ \$42.96; 100 shares @ \$42.95; 100 shares @ \$42.94; 100 shares @ \$42.92; 100 shares @ \$42.86; 100 shares @ \$42.85; 100 shares @ \$42.83; 100 shares @ \$42.81; 100 shares @ \$42.79; 100 shares @ \$42.77; 100 shares @ \$42.75; 100 shares @ \$42.60; and 100 shares @ \$42.59.

Edgar Filing: DEASON ROBERT A - Form 4

- (3) The reporting person's ownership of common stock has been adjusted to reflect the 3-for-2 stock split that occurred on May 31, 2006.
- (4) Based upon units held in 401K Plan and the fair market value of Common Stock as of June 12, 2006.
- (5) This option was previously reported as covering 100,000 shares at an exercise price of \$3.15 per share, but was adjusted to reflect the 3-for-2 stock split that occurred on May 31, 2006.
- (6) The options 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.

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.