

MRC GLOBAL INC.
Form 4
December 07, 2016

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 *
Wehrle H B III

(Last) (First) (Middle)

FULBRIGHT TOWER, 1301
MCKINNEY ST., SUITE 2300

(Street)

HOUSTON, TX 77010

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
MRC GLOBAL INC. [MRC]

3. Date of Earliest Transaction
(Month/Day/Year)
12/05/2016

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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		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	(D)				Price
Common Stock	11/15/2016		G	V	16,000	D	\$ 0	414,862 ⁽¹⁾	D	
Common Stock	12/05/2016		S		50,000	D	\$ 21.1868 ⁽²⁾	364,862	D	
Common Stock	12/06/2016		G	V	33,000	D	\$ 0	67,000 ⁽³⁾	I	See Footnote ⁽⁴⁾
Common Stock								2,567	I	See Footnote ⁽⁵⁾

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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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Wehrle H B III FULBRIGHT TOWER 1301 MCKINNEY ST., SUITE 2300 HOUSTON, TX 77010	X			

Signatures

Ann D. Garnett, by power of attorney 12/07/2016

__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) On November 15, 2016, H. B. Wehrle, III transferred 16,000 shares of Common Stock to the charity known as The Greater Kanawha Valley Foundation.

(2) Reflects a weighted average price per share of \$21.1868 per share, at prices ranging from \$21.16 to \$21.23 per share. Upon request by the staff of the Securities and Exchange Commission, MRC Global Inc. (the "Company"), or a security holder of the Company, full information regarding the number of shares sold at each separate price will be provided.

(3) On December 6, 2016, the H. B. Wehrle, III Revocable Trust U/A dated December 21, 2006, transferred 33,000 shares of Common Stock to the charity known as The Greater Kanawha Valley Foundation.

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(4) The shares of Common Stock reported above are owned by the H.B. Wehrle, III Revocable Trust U/A dated December 21, 2006.

(5) The 2,567 shares of Common Stock reported above are owned by Mr. Wehrle's spouse.

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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