MCDERMOTT INTERNATIONAL INC
Form 3
April 10, 2014

FORM 3

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

INITIAL STATEMENT OF 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

OMB APPROVAL

OMB Number:	3235-0104
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Â Mackie Thomas
(Last) (First) (Middle)

C/O MCDERMOTT INTERNATIONAL, INC.,Â 757 N. ELDRIDGE PARKWAY
(Street)

HOUSTON,Â TXÂ 77079
(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)
03/31/2014

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

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
VP&GM, Middle East

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

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1.Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	13,154	D	Â

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)

	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Stock Options (right to buy)	Â (1)	03/05/2016	Common Stock	5,396	$ 5.64	D	Â
Stock Options (right to buy)	Â (2)	03/04/2017	Common Stock	3,047	$ 13.09	D	Â
Stock Options (right to buy)	Â (3)	03/04/2018	Common Stock	2,649	$ 25.64	D	Â
Stock Options (right to buy)	Â (4)	03/05/2019	Common Stock	3,882	$ 14.44	D	Â
Stock Options (right to buy)	Â (5)	03/05/2020	Common Stock	7,422	$ 10.5	D	Â
Restricted Stock Units	Â (6)	Â (6)	Common Stock	831	$ (7)	D	Â
Restricted Stock Units	12/31/2014	12/31/2014	Common Stock	8,183	$ (7)	D	Â
Restricted Stock Units	Â (8)	Â (8)	Common Stock	3,855	$ (7)	D	Â
Restricted Stock Units	Â (9)	Â (9)	Common Stock	30,612	$ (10)	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Mackie Thomas C/O MCDERMOTT INTERNATIONAL, INC. 757 N. ELDRIDGE PARKWAY HOUSTON,Â TXÂ 77079	Â	Â	Â VP&GM, Middle East	Â

Signatures

Liane K. Hinrichs, by Power of Attorney	04/10/2014
**Signature of Reporting Person	Date

Explanation of Responses:

*	If the form is filed by more than one reporting person, *see* Instruction 5(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 options are exercisable in three equal annual installments beginning March 5, 2010. 100% of the options are vested.
(2)	The options are exercisable in three equal annual installments beginning March 4, 2011. 100% of the options are vested.
(3)	The options are exercisable in three equal annual installments beginning March 4, 2012. 100% of the options are vested.

(4)	The options are exercisable in three equal annual installments beginning March 5, 2013.
(5)	The options are exercisable in three equal annual installments beginning March 5, 2014.
(6)	The restricted stock units vest in three equal annual installments beginning March 5, 2013. One third of the shares (831) remain unvested.
(7)	Each restricted stock unit represents a contingent right to receive one share of MDR common stock.
(8)	The restricted stock units vest in four equal annual installments beginning March 5, 2014. Three quarters of the shares (3,855) remain unvested.
(9)	The restricted stock units vest in three equal annual installments beginning March 6, 2015.
(10)	Each restricted stock unit represents a contingent right to receive the value of one share of MDR common stock, with such restricted stock units to be paid, in the sole discretion of the Compensation Committee: (i) in shares of MDR common stock, (ii) cash equal to the fair market value of the shares of MDR common stock otherwise deliverable, or (iii) any combination thereof.

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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