

CHICAGO BRIDGE & IRON CO N V  
Form 4  
February 24, 2009

**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 \*  
BAILEY BETH A

2. Issuer Name and Ticker or Trading Symbol  
CHICAGO BRIDGE & IRON CO N V [CBI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
2103 RESEARCH FOREST DRIVE  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
02/20/2009

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
EXECUTIVE VICE PRESIDENT

THE WOODLANDS, TX 77380

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

(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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V Amount (A) or (D) Price   |   |  |   |
| Common Stock                    | 02/20/2009                           |  | F                              | 415 D \$ 8.19   | 19,522.817  | D  |   |
| Common Stock                    | 02/20/2009                           |  | F                              | 555 D \$ 8.19   | 18,967.817  | D  |   |
| Common Stock                    | 02/20/2009                           |  | A                              | 22,936 (1) A \$ 0   | 42,811.3723 (2)   | D  |   |
| Common Stock                    |                                      |  |                                |   | 4.19 (3)  | I  | By 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)

**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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Stock Option (right to buy)                | \$ 8.19  | 02/20/2009                           |  | A                              | 465   | <u>(4)</u> 02/20/2019                                    | Common Stock  | 465                        |
| Stock Option (right to buy)                | \$ 8.19  | 02/20/2009                           |  | A                              | 318   | <u>(4)</u> 02/20/2019                                    | Common Stock  | 318                        |
| Employee Stock Option (right to buy)       | \$ 8.19  | 02/20/2009                           |  | A                              | 25,250  | <u>(5)</u> 02/20/2019                                    | Common Stock  | 25,250                     |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                                |       |
|--|---------------|-----------|--------------------------------|-------|
|  | Director      | 10% Owner | Officer                        | Other |
| BAILEY BETH A<br>2103 RESEARCH FOREST DRIVE<br>THE WOODLANDS, TX 77380 |               |           | EXECUTIVE<br>VICE<br>PRESIDENT |       |

## Signatures

Cindy A. McMinn as attorney  
in fact

02/24/2009

\*\*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) Restricted shares granted under the 2009 Long-Term Incentive Plan.
- (2) Includes 899.113 shares acquired under the CB&I Employee Stock Purchase Plan and 8.4423 shares by dividend reinvestments from January 1, 2008-December 30, 2008.
- (3) Between January 1 and December 31, 2008, the reporting person acquired 4.19 shares of CB&I common stock under the CB&I 401(k) Plan. The information in this report is based on a plan statement dated January 7, 2009.
- (4) The option vests in seven years but may vest in three years if the reporting person has held continuously for three years.
- (5) The option vests in two equal annual installments beginning on February 20, 2010.

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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