

MCDERMOTT INTERNATIONAL INC  
 Form 3  
 September 25, 2015

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**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

(Print or Type Responses)

|                                                                                                                                                                                                                                                |                                                                                       |                                                                                             |                                                                                                                                                                                                                                                                                                                                                      |                                                             |                                                                                                                                                                                                                            |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <p>1. Name and Address of Reporting Person *</p> <p>McLaughlin Brian</p> <p>(Last) (First) (Middle)</p> <p>C/O MCDERMOTT INTERNATIONAL, INC., 757 N. ELDRIDGE PARKWAY</p> <p>(Street)</p> <p>HOUSTON, TX 77079</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>09/16/2015</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>MCDERMOTT INTERNATIONAL INC [MDR]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br/> <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other<br/>                 (give title below) (specify below)<br/>                 Senior VP, Commercial</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person<br/> <input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|----------------------------------------------------------|-------------------------------------------------------------------|----------------------------------------------------------|
| Common Stock                       | 12,181                                                   | D                                                                 |                                                          |

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

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|                              | 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)            | 03/05/2019      | Common Stock | 3,237                      | \$ 14.44 | D                                     | Â |
| Stock Options (right to buy) | Â (2)            | 03/05/2020      | Common Stock | 7,008                      | \$ 10.5  | D                                     | Â |
| Restricted Stock Units       | Â (3)            | Â (3)           | Common Stock | 2,428                      | \$ (4)   | D                                     | Â |
| Restricted Stock Units       | Â (5)            | Â (5)           | Common Stock | 17,006                     | \$ (6)   | D                                     | Â |
| Restricted Stock Units       | Â (7)            | Â (7)           | Common Stock | 41,541                     | \$ (6)   | D                                     | Â |

## Reporting Owners

| Reporting Owner Name / Address                                                                        | Relationships |           |                         |       |
|-------------------------------------------------------------------------------------------------------|---------------|-----------|-------------------------|-------|
|                                                                                                       | Director      | 10% Owner | Officer                 | Other |
| McLaughlin Brian<br>C/O MCDERMOTT INTERNATIONAL, INC.<br>757 N. ELDRIDGE PARKWAY<br>HOUSTON, TX 77079 | Â             | Â         | Â Senior VP, Commercial | Â     |

## Signatures

Liane K. Hinrichs,  
Attorney-in-fact

09/25/2015

\_\_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 became exercisable in three equal annual installments beginning March 5, 2013. 100% of the options are vested and exercisable.
- (2) The options become exercisable in three equal annual installments. The first two installments became exercisable on March 5, 2014 and March 5, 2015, and the last installment becomes exercisable on March 5, 2016.
- (3) The restricted stock units vest in four equal annual installments. The first two installments vested on March 5, 2014 and March 5, 2015, and the last two installments vest on March 5, 2016 and March 5, 2017.
- (4) Each restricted stock unit represents a contingent right to receive one share of MDR common stock.
- (5) The restricted stock units vest in three equal annual installments. The first installment vested on March 6, 2015 and the last two installments vest on March 6, 2016 and March 6, 2017.
- (6) 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.
- (7) The restricted stock units vest in three equal annual installments beginning March 6, 2016.

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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