

HOWARD ROBERT L  
Form 4  
September 07, 2007

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL  
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**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 \*  
HOWARD ROBERT L

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)  
C/O MCDERMOTT INTERNATIONAL, INC., 777 N. ELDRIDGE PARKWAY  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
09/05/2007

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

HOUSTON, TX 77079  
(City) (State) (Zip)

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

**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 Ownership (Instr. 4)
			Code	V	Amount or Price (A) or (D)		
Common Stock	09/05/2007		M		386 A \$ 14.38 (1)	27,776.5	D
Common Stock	09/05/2007		S		386 D \$ 96.35	27,390.5	D
Common Stock	09/05/2007		M		450 A \$ 15.625 (2)	27,840.5	D
Common Stock	09/05/2007		S		450 D \$ 96.35	27,390.5	D
	09/05/2007		M		450 A	27,840.5	D

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Common Stock					\$	19,041.6		
					(3)			
Common Stock	09/05/2007		S	450	D	\$ 96.35	27,390.5	D
Common Stock	09/05/2007		M	1,350	A	\$ 5.4166	28,740.5	D
						(4)		
Common Stock	09/05/2007		S	1,350	D	\$ 96.35	27,390.5	D

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

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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. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 14.38 (1)	09/05/2007		M	386 (1)	02/07/1999 08/07/2008	Common Stock	386 (1)
Stock Option (Right to Buy)	\$ 15.625 (2)	09/05/2007		M	450 (2)	02/11/1999 08/11/2008	Common Stock	450 (2)
Stock Option (Right to Buy)	\$ 19.0416 (3)	09/05/2007		M	450 (3)	02/03/2000 08/03/2009	Common Stock	450 (3)
Stock Option (Right to Buy)	\$ 5.4166 (4)	09/05/2007		M	1,350 (4)	11/02/2000 05/02/2010	Common Stock	1,350 (4)

