

MCDERMOTT INTERNATIONAL INC  
 Form 3  
 April 10, 2014

**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)

1. Name and Address of Reporting Person * Â Cuthbertson Hugh (Last) (First) (Middle)  C/O MCDERMOTT INTERNATIONAL, INC., Â 757 N. ELDRIDGE PARKWAY (Street)  HOUSTON, Â TX Â 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)  <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) VP&GM, Asia Pacific	5. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
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**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	30,050	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)
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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)	03/05/2016	Common Stock	7,890	\$ 5.64	D	Â
Stock Options (right to buy)	Â (2)	03/04/2017	Common Stock	4,355	\$ 13.09	D	Â
Stock Options (right to buy)	Â (3)	03/04/2018	Common Stock	3,678	\$ 25.64	D	Â
Stock Options (right to buy)	Â (4)	03/05/2019	Common Stock	5,394	\$ 14.44	D	Â
Stock Options (right to buy)	Â (5)	03/05/2020	Common Stock	10,308	\$ 10.5	D	Â
Restricted Stock Units	Â (6)	Â (6)	Common Stock	1,154	\$ (7)	D	Â
Restricted Stock Units	12/31/2014	12/31/2014	Common Stock	6,547	\$ (7)	D	Â
Restricted Stock Units	Â (8)	Â (8)	Common Stock	5,355	\$ (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
Cuthbertson Hugh C/O MCDERMOTT INTERNATIONAL, INC. 757 N. ELDRIDGE PARKWAY HOUSTON, TX 77079	Â	Â	Â VP&GM, Asia Pacific	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.

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- (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 (1,154) 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 (5,355) 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.