

MCDERMOTT INTERNATIONAL INC
 Form 4
 August 17, 2006

FORM 4

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

OMB APPROVAL

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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 *
SANNINO LOUIS J

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)

3. Date of Earliest Transaction (Month/Day/Year)
08/15/2006

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 EVP, Human Res, Health, Safety

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

(Street)

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

HOUSTON, TX 77079

(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 | 08/15/2006 | | M | 96,000 A \$ 9.6666 | 209,134 | D | |
| Common Stock | 08/15/2006 | | S | 96,000 D 9.6666 | 113,134 | D | |
| Common Stock | | | | | 8,241 (2) | I | 401(K) Plan |

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

SEC 1474 (9-02)

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

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) | \$ 9.6666 (3) | 08/15/2006 | | M | 96,000 (3) | (4) 03/06/2012 | Common Stock | 96,000 (3) |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

SANNINO LOUIS J
C/O MCDERMOTT INTERNATIONAL, INC.
777 N. ELDRIDGE PARKWAY
HOUSTON, TX 77079

EVP, Human Res, Health, Safety

Signatures

Liane K. Hinrichs,
Attorney-in-Fact 08/17/2006

__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).
The stock was sold in multiple transactions at the following prices: 100 shares @ \$49.20; 500 shares @ \$49.21; 400 shares @ \$49.22; 700 shares @ \$49.23; 4600 shares @ \$49.24; 24800 shares @ \$49.25; 7300 shares @ \$49.26; 3600 shares @ \$49.27; 1100 shares @ \$49.28; 1100 shares @ \$49.29; 2500 shares @ \$49.30; 1700 shares @ \$49.31; 7400 shares @ \$49.32; 1000 shares @ \$49.33; 1800 shares @ \$49.34; 4900 shares @ \$49.35; 600 shares @ \$49.36; 900 shares @ \$49.37; 1600 shares @ \$49.38; 2400 shares @ \$49.39; 7700 shares @ \$49.40; 2900 shares @ 49.41; 600 shares @ \$49.42; 2600 shares @ \$49.43; 2400 shares @ \$49.44; 4800 shares @ \$49.45; 1800 shares @ \$49.46; 500 shares @ \$49.47; 200 shares @ \$49.51; 300 shares @ \$49.52; 2500 shares @ \$49.53; 100 shares @ \$49.54; 300 shares @ \$49.62; 100 shares @ \$49.72; and 200 shares @ \$49.73.
- (2) Based upon units held in 401K Plan and the fair market value of MDR common stock as of August 14, 2006.
- (3)

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This option was previously reported as covering 64,000 shares at an exercise price of \$14.50 per share, but was adjusted to reflect the 3-for-2 stock split that occurred on May 31, 2006.

- (4) The options provided for vesting in three equal installments, on March 6, 2003, 2004 and 2005.

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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