

Coscio Mark A  
Form 3  
March 11, 2019

**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>Â Coscio Mark A</p> <p>(Last) (First) (Middle)</p> <p>C/O MCDERMOTT INTERNATIONAL, INC.,Â 757 N. ELDRIDGE PARKWAY</p> <p>(Street)</p> <p>HOUSTON,Â TXÂ 77079</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>03/01/2019</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 <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) SVP, North, Centr. &amp; South Am.</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 <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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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	2,917	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)	
Restricted Stock Units	Â (1)	Â (1)	Common Stock	28,215	\$ (2)	D	Â
Stock Options (Right to Buy)	Â (3)	02/22/2021	Common Stock	41	\$ 40.81	D	Â
Stock Options (Right to Buy)	Â (4)	02/22/2020	Common Stock	41	\$ 27.04	D	Â
Restricted Stock Units	Â (5)	Â (5)	Common Stock	566	\$ (6)	D	Â
Restricted Stock Units	Â (5)	Â (5)	Common Stock	1,053	\$ (7)	D	Â
Restricted Stock Units	Â (1)	Â (1)	Common Stock	5,208	\$ (8)	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Coscio Mark A C/O MCDERMOTT INTERNATIONAL, INC. 757 N. ELDRIDGE PARKWAY HOUSTON, TX 77079	Â	Â	Â SVP, North, Centr. & South Am.	Â

## Signatures

/s/ Kimberly J. Wolford, by Power of Attorney 03/11/2019

\_\_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 restricted stock units vest in three equal annual installments beginning on the first anniversary of the grant date.  
The restricted stock units were granted to the reporting person on February 27, 2019. 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.
  - (2)
  - (3) The stock options were granted to the reporting person on February 22, 2011 and are fully vested.
  - (4) The stock options were granted to the reporting person on February 22, 2010 and are fully vested.
  - (5) The restricted stock units vest in four equal annual installments beginning on the first anniversary of the grant date.
  - (6) The restricted units were granted to the reporting person on February 18, 2016. Each restricted stock unit represents a right to receive the value of one share of MDR common stock.
  - (7)

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The restricted units were granted to the reporting person on February 15, 2017. Each restricted stock unit represents a right to receive the value of one share of MDR common stock.

- (8) The restricted units were granted to the reporting person on February 14, 2018. Each restricted stock unit represents a right to receive the value of one share of MDR common stock.

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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