CAMERON INTERNATIONAL CORP

Form 4 April 05, 2016

FORM 4

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

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 *

SMOLIK BRENT J

(Last) (First) (Middle)

1001 LOUISIANA STREET

(Street)

HOUSTON, TX 77002

2. Issuer Name and Ticker or Trading

Symbol

CAMERON INTERNATIONAL CORP [CAM]

3. Date of Earliest Transaction

(Month/Day/Year) 04/01/2016

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

OMB

Number:

Expires:

response...

Estimated average

burden hours per

OMB APPROVAL

3235-0287

January 31,

2005

0.5

Issuer

(Check all applicable)

X_ Director 10% Owner Officer (give title Other (specify

below)

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

3. Code (Month/Day/Year)

4. Securities TransactionAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

Code V Amount (D) Price

5. Amount of Securities Owned Following

Beneficially Reported Transaction(s)

(Instr. 3 and 4)

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I)

Ownership (Instr. 4)

(Instr. 4)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

(A)

or

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative

Security

Conversion or Exercise

3. Transaction Date 3A. Deemed

(Month/Day/Year) Execution Date, if any

5. Number Transaction of Derivative Expiration Date Code Securities

6. Date Exercisable and (Month/Day/Year)

7. Title and Amount of 8. Price **Underlying Securities** (Instr. 3 and 4)

Deriva

Securi

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed (D) (Instr. 3, 4 and 5)	of					(Instr.
				Code V	(Α) (Γ		Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Deferred Stock Units	\$ 0 (1)	04/01/2016		D	4,6 <u>(2</u>		<u>(1)</u>	<u>(1)</u>	Common Stock	4,682 (1)	<u>(1</u>
Deferred Stock Units	(1)	04/01/2016		D	1,0 <u>(2</u>		<u>(1)</u>	<u>(1)</u>	Common Stock	1,028 (1)	<u>(1</u>
Phantom Stock	(3)	04/01/2016		D	81	14	(3)	(3)	Common Stock	814	<u>(3</u>

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
SMOLIK BRENT J 1001 LOUISIANA STREET HOUSTON, TX 77002	X						

Signatures

By: Grace B. Holmes For: Brent J. 04/05/2016

**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).
- (1) At the effective time of the Merger, Deferred Stock Units were converted into the right to receive \$14.44 in cash, without interest, and 0.716 shares of Schlumberger common stock (the per-share merger consideration).
 - On April 1, 2016, Schlumberger N.V. (Schlumberger Limited), a company organized under the laws of Curacao ("Schlumberger"), acquired the issuer pursuant to that certain merger agreement between issuer, Schlumberger Holdings Corporation, a Delaware corporation and an indirect wholly owned subsidiary of Schlumberger ("Schlumberger US"), Rain Merger Sub LLC, a Delaware limited
- (2) liability company and a direct wholly owned subsidiary of Schlumberger US ("Merger Sub") and Schlumberger, the indirect parent of Schlumberger US, dated as of August 26, 2015 (the "Merger Agreement"). In accordance with the Merger Agreement, Merger Sub merged with and into the issuer (the "Merger"), with the issuer surviving the Merger as a wholly owned subsidiary of Schlumberger. The Merger is more fully described in the issuer's proxy statement/prospectus filed with the SEC on November 17, 2016.
- Each share of phantom stock is the equivalent of one share of the issuer's common stock. At the effective time of the Merger, each such (3) share of phantom stock was converted, based on an exchange ratio provided for in the Merger Agreement of 0.9143 per unit, into Schlumberger 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.

Reporting Owners 2

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