

CAMERON INTERNATIONAL CORP
Form 8-K
December 19, 2007

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported):

December 17, 2007

Cameron International Corporation

(Exact name of registrant as specified in its charter)

Delaware

1-13884

76-0451843

(State or other jurisdiction
of incorporation)

(Commission
File Number)

(I.R.S. Employer
Identification No.)

1333 West Loop South, Suite 1700, Houston,
Texas

77027

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

713-513-3300

Not Applicable

Former name or former address, if changed since last report

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On December 17, 2007, Cameron International Corporation (the "Company") filed with the Secretary of State of Delaware a Certificate of Elimination (the "Certificate of Elimination") of the Series A Junior Participating Preferred Stock (the "Series A Preferred Stock"). The Certificate of Elimination provides that all references to the Series A Preferred Stock are eliminated from the Company's Amended and Restated Certificate of Incorporation, as amended. A copy of the Certificate of Elimination is attached as Exhibit 3.1.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

3.1 Certificate of Elimination With Respect to Series A Junior Participating Preferred Stock.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Cameron International Corporation

December 18, 2007

By: *William C. Lemmer*

Name: William C. Lemmer

Title: Senior Vice President, General Counsel & Secretary

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Exhibit Index

| Exhibit No. | Description |
|--------------------|---|
| 3.1 | Certificate of Elimination With Respect to Series A Junior Participating Preferred Stock of Cameron International Corporation |