

CAMERON INTERNATIONAL CORP  
Form 8-K  
December 21, 2007

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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 21, 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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

Effective December 21, 2007, Michael McShane has resigned as a director of Cameron International Corporation (the "Company") due to the fact that Grant Prideco, Inc., for whom he serves as chairman, president and chief executive officer, has agreed to be acquired by National Oilwell Varco ("NOV"), a competitor of the Company. As a result of this acquisition, Mr. McShane will be a stockholder and employee of NOV, which he believes would create possible conflicts with his duties as a director of the Company.

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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 21, 2007*

By: *William C. Lemmer*

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*Name: William C. Lemmer*

*Title: Senior Vice President, General Counsel and Secretary*