

Wright James E  
 Form 5  
 February 17, 2009

**FORM 5**

**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).  
 Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person \*  
 Wright James E

2. Issuer Name and Ticker or Trading Symbol  
 CAMERON INTERNATIONAL CORP [CAM]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
 12/31/2008

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
 Vice President

3250 BRIARPARK DR. #300

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

HOUSTON, TX 77042

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 (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) (A) or (D) Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 2270 (9-02)

**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	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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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	Derivative Security				or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
		(A)	(D)		(A)	(D)				
Phantom Stock	Â	01/04/2008	Â	A	620.34	Â	Â (1)	Â (1)	Common Stock	620.34
Phantom Stock	Â	03/14/2008	Â	A	46.72	Â	Â (1)	Â (1)	Common Stock	46.72
Phantom Stock	Â	04/11/2008	Â	A	17.57	Â	Â (1)	Â (1)	Common Stock	17.57
Phantom Stock	Â	05/09/2008	Â	A	4.45	Â	Â (1)	Â (1)	Common Stock	4.45
Phantom Stock	Â	06/13/2008	Â	A	4.06	Â	Â (1)	Â (1)	Common Stock	4.06
Phantom Stock	Â	07/11/2008	Â	A	4.35	Â	Â (1)	Â (1)	Common Stock	4.35
Phantom Stock	Â	08/08/2008	Â	A	4.8	Â	Â (1)	Â (1)	Common Stock	4.8
Phantom Stock	Â	09/12/2008	Â	A	8	Â	Â (1)	Â (1)	Common Stock	8
Phantom Stock	Â	10/10/2008	Â	A	9.07	Â	Â (1)	Â (1)	Common Stock	9.07
Phantom Stock	Â	11/14/2008	Â	A	10.85	Â	Â (1)	Â (1)	Common Stock	10.85
Phantom Stock	Â	12/12/2008	Â	A	10.75	Â	Â (1)	Â (1)	Common Stock	10.75

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Wright James E 3250 BRIARPARK DR. #300 HOUSTON, TX 77042	Â	Â	Â Vice President	Â

## Signatures

By: Grace B. Holmes For: James Wright  
02/17/2009

\_\_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) Each share of phantom stock is the economic equivalent of one share of common stock. The shares of phantom stock become payable in cash upon the reporting person's termination of service as an employee or retirement.

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