Edgar Filing: SLEDGE CHARLES M - Form 4

SLEDGE CHARI Form 4										
February 17, 2009)								PPROVAL	
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION										
Check this box				shington	, D.C. 20	549		Number: Expires:	3235-0287 January 31,	
if no longer subject to Section 16.	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES								2005 average Jrs per	
									•	
(Print or Type Respor	nses)									
1. Name and Address of Reporting Person <u>*</u> SLEDGE CHARLES M			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer				
			CAMERON INTERNATIONAL CORP [CAM]				(Check all applicable)			
(Last) (First) (I	Middle)	3. Date of Earliest Transaction (Month/Day/Year)			Director 10% Owner X Officer (give title Other (specify				
				02/13/2009			below) below) Sr Vice Pres & CFO			
				Filed(Month/Day/Year) A			6. Individual or Joint/Group Filing(Check Applicable Line)			
HOUSTON, TX 77027							_X_ Form filed by	X Form filed by One Reporting Person Form filed by More than One Reporting		
(City) (S	State)	(Zip)	Tab	ole I - Non-l	Derivative	Securities	Acquired, Disposed of	of, or Beneficia	lly Owned	
	nsaction Date th/Day/Year)	Execution any	Date, if	3. Transactio Code (Instr. 8) Code V		(A) or of (D)	Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Reminder: Report on	a separate line	e for each cl	ass of sec	urities bene	ficially ow	ned directly	y or indirectly.			
					inforn requir	nation co red to res ays a curr	espond to the colle ntained in this form pond unless the for ently valid OMB co	are not m	SEC 1474 (9-02)	
	Tab						or Beneficially Owned e securities)	I		

1. Title of
Derivative2.3. Transaction Date3A. Deemed4.5. Number6. Date Exercisable and
Expiration Date7. Title and Amount of
Underlying Securities8. Price
Derivative

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Security (Instr. 3)	2		any Code (Month/Day/Year) (Instr. 8		Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		(Month/Day/Year)		(Instr. 3 and 4)		Securi (Instr.
			Cod	le V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock	<u>(1)</u>	02/13/2009	А		40.17		(1)	<u>(1)</u>	Common Stock	40.17	\$ 21.9

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
SLEDGE CHARLES M 1333 WEST LOOP SOUTH SUITE 1700 HOUSTON, TX 77027			Sr Vice Pres & CFO					
Signatures								
By: Grace B. Holmes For: Char Sledge	rles M.	0	2/17/2009					
**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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.