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CAMERON INTERNATIONAL CORP

Form 4 May 15, 2009

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person *

AVERY NATHAN M

(First)

(State)

(Middle)

(Zip)

4900 WOODWAY, #875

(Street)

HOUSTON, TX 77056

2. Issuer Name and Ticker or Trading

Symbol

CAMERON INTERNATIONAL CORP [CAM]

3. Date of Earliest Transaction

(Month/Day/Year) 05/13/2009

4. If Amendment, Date Original

Filed(Month/Day/Year)

OMB APPROVAL

OMB Number:

3235-0287

Expires:

January 31, 2005

Estimated average burden hours per

response...

0.5

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

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

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

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. Transactio Code (Instr. 8)	4. Security on Acquired Disposed (Instr. 3,	(A) o l of (D)	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	· · ·	
Common Stock	05/13/2009		M	8,000	A	\$0	8,000	D	
Common Stock	05/13/2009		M	8,000	A	\$0	16,000	D	
Common Stock	05/13/2009		M	4,658	A	\$0	20,658	D	

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

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number.

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 Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. Number ion Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Deferred Stock Units	\$ 0	05/13/2009		M		8,000	05/13/2009	05/19/2009	Common Stock	8,000
Deferred Stock Units	\$ 0	05/13/2009		M		8,000	05/13/2009	05/09/2010	Common Stock	8,000
Deferred Stock Units	\$ 0	05/13/2009		M		4,658	05/13/2009	05/15/2011	Common Stock	4,658

Reporting Owners

Reporting Owner Name / Address	Relationships						
reporting o where there is a real constant of the constant of	Director	10% Owner	Officer Other				
AVERY NATHAN M 4900 WOODWAY, #875 HOUSTON, TX 77056	X						

Signatures

By: William C. Lemmer For: Nathan M.
Avery

**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).

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.

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