

WILKINSON BRUCE W
Form 4
May 15, 2009

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
WILKINSON BRUCE W

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. Date of Earliest Transaction (Month/Day/Year)

Director 10% Owner
 Officer (give title below) Other (specify below)

MCDERMOTT INTERNATIONAL, INC., 757 N. ELDRIDGE PARKWAY, SUITE 786

05/13/2009

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

HOUSTON, TX 77079-1420

(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)	5. Amount of 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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	05/13/2009		M	24,000	A \$ 11.37	58,000	D
Common Stock	05/15/2009 ⁽¹⁾		M	4,658	A \$ 0	62,658	D

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

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SEC 1474 (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 Derivative Security	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) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Underlying (Instr. 3 and 7)
				Code V (A) (D)		Date Exercisable Expiration Date	Title
Deferred Stock Units	\$ 0	05/15/2009 ⁽¹⁾		M	4,658	⁽¹⁾ 05/15/2011	Common Stock
Deferred Stock Units	\$ 0	05/14/2009 ⁽²⁾		A	8,840	⁽²⁾ 05/14/2014 ⁽²⁾	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 11.37	05/13/2009		M	24,000	05/13/2005 05/13/2009	Common Stock

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

WILKINSON BRUCE W
MCDERMOTT INTERNATIONAL, INC.
757 N. ELDRIDGE PARKWAY, SUITE 786
HOUSTON, TX 77079-1420

X

Signatures

By: William C. Lemmer For: Bruce W.
Wilkinson

05/15/2009

 **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) The Deferred Stock Units (DSU) were converted into common stock per the terms of the DSU Award Agreement, and distributed to recipient on May 15, 2009.

On May 14, 2009 each of the Company's non-employee directors received a grant of 8,840 deferred stock units (DSUs) under the Company's 2005 Equity Incentive Plan. Each DSU represents a right to receive one share of Cameron common stock at the end of the deferred period. The grant vests in four equal quarterly increments on August 14, 2009, November 14, 2009, February 14, 2010, and May 14, 2010. The deferral period runs through May 14, 2012 unless further deferred by the recipient, or upon termination of board service, whichever date is the first to occur.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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