

CAMERON INTERNATIONAL CORP  
Form 8-K  
August 25, 2009

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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): August 19, 2009

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 (see General Instruction A.2 below):

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 5.05 Amendments to the Registrant's Code of Ethics, or Waiver of a Provision of the Code of Ethics.

On August 19, 2009, the Board of Directors of Cameron International Corporation ("Cameron") approved a new Code of Conduct, The Cameron Way: Cameron Code of Conduct (the "Code"), which is attached as an exhibit to this Current Report.

Item 9.01 Financial Statements and Exhibits.  
(d) Exhibits.

Exhibit Number	Description of Exhibit
14.1	The Cameron Way: Cameron Code of Conduct

The new Code is attached as Exhibit 14.1 to this Current Report on Form 8-K and is posted on Cameron's website at <http://www.c-a-m.com/content/ethics/codeofconduct.cfm>.

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SIGNATURE

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 thereunto duly authorized.

CAMERON INTERNATIONAL CORPORATION

By: /s/ William C. Lemmer  
William C. Lemmer  
Senior Vice President and General Counsel

Date: August 24, 2009

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INDEX TO EXHIBITS

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