SLEDGE CHARLES M

Form 4

February 02, 2011

FORM 4

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005

OMB APPROVAL

Form 4 or Form 5 obligations may continue.

See Instruction

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

burden hours per response... 0.5

Estimated average

1(b).

(Print or Type Responses)

2. Issuer Name and Ticker or Trading Symbol CAMERON INTERNATIONAL CORP [CAM]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
3. Date of Earliest Transaction (Month/Day/Year) 02/02/2011	Director 10% Owner Selfow) Other (give title Other (specify below) Sr Vice Pres & CFO		
4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		
	Symbol CAMERON INTERNATIONAL CORP [CAM] 3. Date of Earliest Transaction (Month/Day/Year) 02/02/2011 4. If Amendment, Date Original		

(City)	(State)	(Zip) Tabl	e I - Non-D	erivative S	Securi	ties Acq	uired, Disposed (of, or Beneficia	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			5. Amount of Securities Form: Direct Beneficially (D) or Owned Indirect (I) Following (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	02/02/2011		M	33,333	A	\$ 22.3	107,553	D	
Common Stock	02/02/2011		S	33,333 (1)	D	\$ 58	74,220	D	
Common Stock							5,000	I	by Managed Account
Common Stock							1,502	I	by Trust

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

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(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. 5. Number of TransactionDerivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D)		6. Date Exerci Expiration Dat (Month/Day/Y	te	7. Title and Underlying (Instr. 3 and	Secur
	<i>Economy</i>			Code V	(Instr. 3, 4, and 5)	Date Exercisable	Expiration Date	Title	Am or Nu of S
Non-Qualified Stock Option (right to buy)	\$ 22.3	02/02/2011		M	33,333	11/13/2009	11/13/2015	Common Stock	33

Reporting Owners

D 4 0 N (41)	Relationships
Reporting Owner Name / Address	•

Officer Director 10% Owner Other

SLEDGE CHARLES M 1333 WEST LOOP SOUTH **SUITE 1700** HOUSTON, TX 77027

Sr Vice Pres & CFO

Signatures

By: Grace B. Holmes For: Charles M. 02/02/2011 Sledge

> **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).
- The sale and/or underlying exercises reported in this Form 4 were effected pursuant to a trading plan under Rule 10b5-1 adopted by the

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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