

CAMERON INTERNATIONAL CORP
 Form 3
 May 23, 2014

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Rowe Robert Scott		(Month/Day/Year)	CAMERON INTERNATIONAL CORP [CAM]	
(Last)	(First)	(Middle)	05/16/2014	
1333 WEST LOOP		4. Relationship of Reporting Person(s) to Issuer		
SOUTH,Â SUITE 1700		(Check all applicable)		
(Street)		<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)		
HOUSTON,Â TXÂ 77027		Vice President		
(City)	(State)	(Zip)	5. If Amendment, Date Original Filed(Month/Day/Year)	
				6. Individual or Joint/Group Filing(Check Applicable Line)
				<input checked="" type="checkbox"/> Form filed by One Reporting Person
				<input type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	29,473	D	Â
Common Stock	4,969	I	by Trust

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of	5. Ownership Form of Derivative	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
Incentive Stock Option (right to buy)	Â <u>(1)</u>	11/13/2015	Common Stock	1,952	\$ 22.3	D	Â
Incentive Stock Option (right to buy)	11/06/2012	11/06/2016	Common Stock	2,548	\$ 39.24	D	Â
Incentive Stock Option (right to buy)	10/20/2013	10/20/2017	Common Stock	2,335	\$ 42.81	D	Â
Incentive Stock Option (right to buy)	11/16/2014	11/16/2021	Common Stock	1,951	\$ 51.24	D	Â
Incentive Stock Option (right to buy)	10/18/2015	10/18/2022	Common Stock	1,784	\$ 56.05	D	Â
Incentive Stock Option (right to buy)	10/17/2016	10/17/2023	Common Stock	1,539	\$ 64.97	D	Â
Non-Qualified Stock Option (right to buy)	Â <u>(2)</u>	10/20/2017	Common Stock	30,965	\$ 42.81	D	Â
Non-Qualified Stock Option (right to buy)	Â <u>(3)</u>	11/16/2021	Common Stock	18,781	\$ 51.24	D	Â
Non-Qualified Stock Option (right to buy)	Â <u>(4)</u>	10/18/2022	Common Stock	23,726	\$ 56.05	D	Â
Non-Qualified Stock Option (right to buy)	Â <u>(5)</u>	10/17/2023	Common Stock	30,579	\$ 64.97	D	Â
Phantom Stock	Â <u>(6)</u>	Â <u>(6)</u>	Common Stock	393	\$ <u>(7)</u>	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Rowe Robert Scott 1333 WEST LOOP SOUTH SUITE 1700 HOUSTON, TX 77027	Â	Â	Â Vice President	Â

Signatures

By: Grace B. Holmes For: R. Scott Rowe
05/23/2014

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) Stock Options vest in three annual increments beginning 11/13/2009.
- (2) Stock Options vest in three annual increments beginning 10/20/2011.
- (3) Stock Options vest in three annual increments beginning 11/16/2012.
- (4) Stock Options vest in three annual increments beginning 10/18/2013.
- (5) Stock Options vest in three annual increments beginning 10/17/2014.
- (6) 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.
- (7) Shares purchased at fair market value on various dates.

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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