

CAMERON INTERNATIONAL CORP
 Form 4
 April 05, 2016

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 *
SLEDGE CHARLES M

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)
 1333 WEST LOOP SOUTH, SUITE 1700

3. Date of Earliest Transaction (Month/Day/Year)
 04/01/2016

____ Director
 Officer (give title below) Sr Vice Pres & CFO
 ____ 10% Owner
 ____ Other (specify below)

(Street)
 HOUSTON, TX 77027

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

(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 Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	04/01/2016		F		2,132 ⁽¹⁾	D	
Common Stock	04/01/2016		D		125,207 ⁽²⁾	D	
Common Stock	04/01/2016		D		7,467	D	
Common Stock	04/01/2016		D		2,739.728	D	by Trust
Restricted Stock	04/01/2016		D		24,139	D	

Units

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. 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 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Incentive Stock Option (right to buy)	\$ 39.24 <u>(5)</u>	04/01/2016		D	2,548	11/06/2012 11/06/2016	Common Stock
Incentive Stock Option (right to buy)	\$ 42.81 <u>(5)</u>	04/01/2016		D	2,335	<u>(5)</u> 10/20/2020	Common Stock
Incentive Stock Option (right to buy)	\$ 51.24 <u>(5)</u>	04/01/2016		D	3,252	<u>(5)</u> 11/16/2021 ⁽⁵⁾	Common Stock
Incentive Stock Option (right to buy)	\$ 56.05 <u>(5)</u>	04/01/2016		D	1,784	10/18/2015 10/18/2022	Common Stock
Incentive Stock Option (right to buy)	\$ 57.57 <u>(5)</u>	04/01/2016		D	1,737	10/16/2017 10/16/2024	Common Stock
Incentive Stock Option (right to buy)	\$ 64.97 <u>(5)</u>	04/01/2016		D	1,539	10/17/2016 10/17/2023	Common Stock
Incentive Stock Option (right to buy)	\$ 65.97 <u>(5)</u>	04/01/2016		D	1,515	10/14/2018 10/14/2025	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 51.24 <u>(5)</u>	04/01/2016		D	52,034	<u>(5)</u> 11/16/2021	Common Stock

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merged with and into the issuer (the "Merger"), with the issuer surviving the Merger as a wholly owned subsidiary of Schlumberger. The Merger is more fully described in the issuer's proxy statement/prospectus filed with the SEC on November 17, 2016.

- (3) At the effective time of the Merger, each outstanding share of the issuer's common stock was converted into the right to receive \$14.44 in cash, without interest, and 0.716 shares of Schlumberger common stock (the per-share merger consideration).
- At the effective time of the Merger, unvested restricted stock units (RSUs) with respect to the issuer's common stock were converted,
- (4) based on an exchange ratio provided for in the Merger Agreement of 0.9143, into an RSU with respect to Schlumberger common stock on substantially the same terms.
- At the effective time of the Merger, outstanding stock options representing the right to acquire common stock of the issuer were
- (5) converted, based on an exchange ratio provided for in the Merger Agreement of 0.9143, into the right to acquire common stock of Schlumberger on substantially the same terms.

These shares represent performance RSUs (PRSUs) with respect to the issuer's common stock awarded as of January 1, 2014 to be earned during three performance years ending December 31, 2014, December 31, 2015, and December 31, 2016, that were deemed earned at the attainment level determined by the Compensation Committee of the Cameron Board in accordance with the terms of the Merger

- (6) Agreement. At the effective time of the Merger, outstanding and unvested PRSUs with respect to the issuer's common stock were converted, based on an exchange ratio provided for in the Merger Agreement of 0.9143 per unit and the assumed level of performance criteria described in the Merger Agreement, into a fully vested deferred stock unit with respect to Schlumberger common stock with the same payment schedule as the applicable PRSUs.

These shares represent performance RSUs (PRSUs) with respect to the issuer's common stock awarded as of January 1, 2015 to be earned during three performance years ending December 31, 2015, December 31, 2016, and December 31, 2017, that were deemed earned at the attainment level determined by the Compensation Committee of the Cameron Board in accordance with the terms of the Merger

- (7) Agreement. At the effective time of the Merger, outstanding and unvested PRSUs with respect to the issuer's common stock were converted, based on an exchange ratio provided for in the Merger Agreement of 0.9143 per unit and the assumed level of performance criteria described in the Merger Agreement, into a fully vested deferred stock unit with respect to Schlumberger common stock with the same payment schedule as the applicable PRSUs.

Each share of phantom stock is the equivalent of one share of the issuer's common stock. At the effective time of the Merger, each such

- (8) share of phantom stock was converted, based on an exchange ratio provided for in the Merger Agreement of 0.9143 per unit, into Schlumberger common stock.

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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