

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 *
MOORE JACK B

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 10% Owner
 Officer (give title below) 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 04/01/2016 | | F | V Amount (1) 7,345 | (A) or (D) Price \$ 63.2 | D | |
| Common Stock | 04/01/2016 | | D | (2) 257,828 | (3) 23,420 | D | |
| Common Stock | 04/01/2016 | | D | 23,420 | (4) 0 | D | |
| Common Stock | 04/01/2016 | | D | 2,537.511 | (3) 0 | I | by Managed Account |
| | 04/01/2016 | | D | 6,000 | (3) 0 | I | by Trust |

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Common
Stock

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 Amount of Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|---------|------------|--|-----------------|---|
| | | | | | V | (A) | (D) | Date Exercisable | Expiration Date | |
| Deferred Stock Units | <u>(5)</u> | 04/01/2016 | | D | | 2,613 | | <u>(5)</u> | <u>(5)</u> | Common Stock |
| Incentive Stock Option (right to buy) | \$ <u>51.24</u> <u>(6)</u> | 04/01/2016 | | D | | 3,252 | | <u>(6)</u> | 11/16/2021 | Common Stock |
| Incentive Stock Option (right to buy) | \$ <u>56.05</u> <u>(6)</u> | 04/01/2016 | | D | | 1,784 | 10/18/2015 | 10/18/2022 | | Common Stock |
| Incentive Stock Option (right to buy) | \$ <u>57.57</u> <u>(6)</u> | 04/01/2016 | | D | | 1,737 | 10/16/2017 | 10/16/2024 | | Common Stock |
| Incentive Stock Option (right to buy) | \$ <u>64.97</u> <u>(6)</u> | 04/01/2016 | | D | | 1,539 | 10/17/2016 | 10/17/2023 | | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ <u>42.81</u> <u>(6)</u> | 04/01/2016 | | D | | 12,665 | | <u>(6)</u> | 10/20/2020 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ <u>51.24</u> <u>(6)</u> | 04/01/2016 | | D | | 173,665 | | <u>(6)</u> | 11/16/2021 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ <u>56.05</u> <u>(6)</u> | 04/01/2016 | | D | | 161,481 | | <u>(6)</u> | 10/18/2022 | Common Stock |
| Non-Qualified Stock Option | \$ <u>57.57</u> <u>(6)</u> | 04/01/2016 | | D | | 193,990 | | <u>(6)</u> | 10/16/2024 | Common Stock |

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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

- (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.

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

- (8) 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.

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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