

Cummins Scott V
 Form 3
 December 20, 2010

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 Cummins Scott V | | (Month/Day/Year) | MCDERMOTT INTERNATIONAL INC [MDR] | |
| (Last) | (First) | (Middle) | 12/13/2010 | |
| 757 N. ELDRIDGE PARKWAY | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| HOUSTON,Â TXÂ 77079 | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | (give title below) (specify below) | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | VP and GM, Asia Pacific | |

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 | 43,211 | D | Â |

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

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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 Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of | |

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| | | | | Shares | | (I) (Instr. 5) | |
|------------------------------|------------|------------|--------------|--------|----------|-------------------|---|
| Stock Options (right to buy) | Â (1) | 05/12/2015 | Common Stock | 11,629 | \$ 3.47 | D | Â |
| Restricted Stock Units | 03/03/2011 | 03/03/2011 | Common Stock | 3,799 | \$ 0 | D | Â |
| Stock Options (right to buy) | Â (2) | 03/05/2016 | Common Stock | 10,658 | \$ 5.64 | D | Â |
| Restricted Stock Units | Â (3) | Â (3) | Common Stock | 11,683 | \$ 0 | D | Â |
| Stock Options (right to buy) | Â (4) | 03/04/2017 | Common Stock | 14,781 | \$ 13.09 | D | Â |
| Restricted Stock Units | Â (5) | Â (5) | Common Stock | 9,972 | \$ 0 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Cummins Scott V 757 N. ELDRIDGE PARKWAY HOUSTON, TX 77079 | Â | Â | Â VP and GM, Asia Pacific | Â |

Signatures

Liane K. Hinrichs, by power of attorney
12/20/2010

__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) 100% of the options are vested.
- (2) The options are exercisable in three equal annual installments. The first installment became exercisable on March 5, 2010, and the next two installments become exercisable on March 5, 2011 and March 5, 2012.
- (3) The restricted stock units vest in three equal annual installments. The first installment vested on March 5, 2010, and the next two installments vest on March 5, 2011 and March 5, 2012.
- (4) The options are exercisable in three equal annual installments beginning March 4, 2011.
- (5) The restricted stock units vest in three equal annual installments beginning March 4, 2011.

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.