

Coscio Mark A
Form 3
March 11, 2019

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 *

Â Coscio Mark A

(Last) (First) (Middle)

C/O MCDERMOTT
INTERNATIONAL, INC., Â 757
N. ELDRIDGE PARKWAY

(Street)

HOUSTON, Â TX Â 77079

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

03/01/2019

3. Issuer Name **and** Ticker or Trading Symbol

MCDERMOTT INTERNATIONAL INC [MDR]

4. Relationship of Reporting
Person(s) to Issuer

5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

___ Director ___ 10% Owner

☒ Officer ___ Other

(give title below) (specify below)

SVP, North, Centr. & South Am.

6. Individual or Joint/Group

Filing(Check Applicable Line)

☒ Form filed by One Reporting
Person

___ 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

2,917

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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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
Derivative

5. Ownership
Form of
Derivative
Security:

6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Restricted Stock Units	Â <u>(1)</u>	Â <u>(1)</u>	Common Stock	28,215	\$ <u>(2)</u>	D	Â
Stock Options (Right to Buy)	Â <u>(3)</u>	02/22/2021	Common Stock	41	\$ 40.81	D	Â
Stock Options (Right to Buy)	Â <u>(4)</u>	02/22/2020	Common Stock	41	\$ 27.04	D	Â
Restricted Stock Units	Â <u>(5)</u>	Â <u>(5)</u>	Common Stock	566	\$ <u>(6)</u>	D	Â
Restricted Stock Units	Â <u>(5)</u>	Â <u>(5)</u>	Common Stock	1,053	\$ <u>(7)</u>	D	Â
Restricted Stock Units	Â <u>(1)</u>	Â <u>(1)</u>	Common Stock	5,208	\$ <u>(8)</u>	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Coscio Mark A C/O MCDERMOTT INTERNATIONAL, INC. 757 N. ELDRIDGE PARKWAY HOUSTON, TX 77079	Â	Â	Â SVP, North, Centr. & South Am.	Â

Signatures

/s/ Kimberly J. Wolford, by Power of Attorney

03/11/2019

__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) The restricted stock units vest in three equal annual installments beginning on the first anniversary of the grant date.

The restricted stock units were granted to the reporting person on February 27, 2019. Each restricted stock unit represents a contingent right to receive the value of one share of MDR common stock, with such restricted stock units to be paid, in the sole discretion of the Compensation Committee: (i) in shares of MDR common stock, (ii) cash equal to the fair market value of the shares of MDR common stock otherwise deliverable, or (iii) any combination thereof.

(3) The stock options were granted to the reporting person on February 22, 2011 and are fully vested.

(4) The stock options were granted to the reporting person on February 22, 2010 and are fully vested.

(5) The restricted stock units vest in four equal annual installments beginning on the first anniversary of the grant date.

(6) The restricted units were granted to the reporting person on February 18, 2016. Each restricted stock unit represents a right to receive the value of one share of MDR common stock.

(7)

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The restricted units were granted to the reporting person on February 15, 2017. Each restricted stock unit represents a right to receive the value of one share of MDR common stock.

- (8) The restricted units were granted to the reporting person on February 14, 2018. Each restricted stock unit represents a right to receive the value of one share of MDR 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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