

MRC GLOBAL INC.
Form 4
August 09, 2013

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
Cornell Henry

(Last) (First) (Middle)

2 HOUSTON CENTER, 909
FANNIN, SUITE 3100

(Street)

HOUSTON, TX 77010

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
MRC GLOBAL INC. [MRC]

3. Date of Earliest Transaction
(Month/Day/Year)
08/07/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

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 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 | 08/07/2013 | | A | V 1,246 (1) | A \$ 0 1,246 (2) | D | |
| Common Stock | 08/07/2013 | | G(3) | V 1,246 (1) | D \$ 0 0 | D | |
| Common Stock | 08/07/2013 | | G(3) | V 1,246 (1) | A \$ 0 1,246 | I | Through a foundation |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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number.

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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Stock Options (Right to Buy) | \$ 24.07 | 08/07/2013 | | A | 9,415 | 08/07/2014 ⁽⁴⁾ 08/07/2023 | Common Stock | 9,415 |
| Stock Options (Right to Buy) | \$ 24.07 | 08/07/2013 | | G ⁽³⁾ | V 9,415 | 08/07/2014 ⁽⁴⁾ 08/07/2023 | Common Stock | 9,415 |
| Stock Options (Right to Buy) | \$ 24.07 | 08/07/2013 | | G ⁽³⁾ | V 9,415 | 08/07/2014 ⁽⁴⁾ 08/07/2023 | Common Stock | 9,415 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Cornell Henry 2 HOUSTON CENTER 909 FANNIN, SUITE 3100 HOUSTON, TX 77010 | | X | | |

Signatures

/s/ Brian K. Shore,
Attorney-in-fact

08/09/2013

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(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) All of the shares of restricted Common Stock reported above will become exercisable on 8/7/2014, conditioned on the Reporting Person's continued service with the issuer and subject to accelerated vesting under certain circumstances.

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The Reporting Person resigned from Goldman, Sachs & Co. ("Goldman Sachs") effective 5/17/2013. Accordingly, the Reporting Person's Form 4 and other Section 16 filings no longer report beneficial ownership of shares or options held by affiliates of The Goldman Sachs

- (2) Group, Inc. ("GS Group"), including options to purchase 11,986 shares of common stock, which were held by the Reporting Person for the benefit of GS Group as previously reported, as the Reporting Person no longer may be deemed to beneficially own or have any pecuniary interest in any of such shares or options.
- (3) The Reporting Person transferred this security as a gift to a family foundation.
- (4) All of the options reported above will become exercisable on 8/7/2014, conditioned on the Reporting Person's continued service with the issuer and subject to accelerated vesting under certain circumstances.

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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