

Robinson Keith G
 Form 3/A
 May 10, 2005

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *

Robinson Keith G
 (Last) (First) (Middle)

C/O MCDERMOTT INTERNATIONAL, INC., 1450 POYDRAS STREET
 (Street)

NEW ORLEANS, LA 70112
 (City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)
 07/13/2004

3. Issuer Name and Ticker or Trading Symbol
 MCDERMOTT INTERNATIONAL INC [MDR]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

07/15/2004

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)

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

SEC 1473 (7-02)

Persons who respond to the collection of 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)

Edgar Filing: Robinson Keith G - Form 3/A

	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)
Performance Units ⁽¹⁾	Â ⁽²⁾	Â ⁽²⁾	Common Stock	500	\$ ⁽²⁾	D Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Robinson Keith G C/O MCDERMOTT INTERNATIONAL, INC. 1450 POYDRAS STREET NEW ORLEANS, LA 70112	Â	Â	Â Acting Corporate Controller	Â

Signatures

Liane K. Hinrichs,
Attorney-in-Fact

05/10/2005

**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) These performance units were erroneously omitted from the reporting person's original Form 3 filing.
The performance units vest on the third anniversary of the date of grant (granted on 4/2/03) on a percentage basis determined by the 10 day average stock price of the Issuer prior to such date, in accordance with the following schedule: 1) Avg. Stock Price \$8.00 - Vesting Percentage 50%; 2) Avg. Stock Price \$14.00 - Vesting Percentage - 100%; and 3) Avg. Stock Price \$20.00 - Vesting Percentage - 150%. No performance units vest if the average stock price is less than \$8.00. Vested units will be paid in cash in an amount equal to the number of vested units multiplied by the average stock price.

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.