FLURY L RICHARD

Form 4 May 11, 2018

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

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if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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(b).

Stock

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading FLURY L RICHARD Issuer Symbol CHICAGO BRIDGE & IRON CO N (Check all applicable) V [CBI] (Last) (First) (Middle) 3. Date of Earliest Transaction X_ Director 10% Owner Officer (give title Other (specify (Month/Day/Year) below) 2909 INDIGOBUSH WAY 05/10/2018 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting NAPLES, FL 34105 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 4. Securities Acquired (A) 5. Amount of 7. Nature of 3. 6. Security (Month/Day/Year) Execution Date, if Transaction Disposed of (D) Securities Ownership Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial Direct (D) (Month/Day/Year) (Instr. 8) Owned Ownership Following or Indirect (Instr. 4) Reported (I) (A) Transaction(s) (Instr. 4) or (Instr. 3 and 4) Code V Amount (D) Price Common 05/10/2018 $D^{(1)}$ 60,917.63 D (2) 0 D

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)

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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 orDerivative 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 Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock Unit	\$ 0	05/10/2018		A		8,733.099	(3)	(3)	Common Stock	8,733.099

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
FLURY L RICHARD 2909 INDIGOBUSH WAY NAPLES, FL 34105	X						

Signatures

Cindy A. McMinn as attorney in fact 05/11/2018

**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).
- Chicago Bridge and Iron Company N.V. (the Company), McDermott International, Inc. (McDermott) and certain other parties entered (1) into the Business Combination Agreement, dated December 18, 2017, as amended on January 24, 2018 (the BCA), pursuant to which the Company and McDermott combined their businesses through a series of transactions completed on May 10, 2018 (the Combination).
 - If shares of Company common stock were disposed of pursuant to the offer (the Exchange Offer) by McDermott Technology, B.V., a wholly owned subsidiary of McDermott, to exchange each share of CB&I common stock that was validly tendered and not properly withdrawn in the Exchange Offer for the right to receive 0.82407 shares of McDermott common stock, then upon the closing of the
- Combination, each such tendered share was exchanged into the right to receive 0.82407 shares of McDermott common stock. If shares of Company common stock were not validly tendered in the Exchange Offer, shares of Company common stock were disposed of pursuant to a series of transactions involving a merger, share sale and liquidation, as a result of which former Company shareholders who did not validly tender in the Exchange Offer became entitled to receive, in respect of each former share of Company common stock, 0.82407 shares of McDermott common stock.
- Pursuant to the BCA, all vested shares held by non-employee directors for which settlement has been deferred were cancelled in exchange for the right to receive (a) a number of shares of McDermott common stock equal to the number of deferred shares of Company common stock multiplied by 0.82407, rounded to the nearest whole number of shares plus (b) a cash amount equal to the amount of accrued dividend equivalents.

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.

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