CHICAGO BRIDGE & IRON CO N V

Form 4

October 01, 2012

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

OMB APPROVAL

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

response...

subject to Section 16. Form 4 or Form 5

if no longer

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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person *

JENNETT J CHARLES

(First)

2. Issuer Name and Ticker or Trading

3. Date of Earliest Transaction

Symbol

CHICAGO BRIDGE & IRON CO N

V [CBI]

(Check all applicable)

5. Relationship of Reporting Person(s) to

X Director 10% Owner Officer (give title Other (specify

(Month/Day/Year) 2103 RESEARCH FOREST DRIVE

09/28/2012

(Middle)

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

Issuer

below)

THE WOODLANDS, TX 77380

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if (Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) 5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I)

(Instr. 4) (Instr. 4)

(A) or Code V Amount (D) Price

Reported Transaction(s) (Instr. 3 and 4)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of 3. Transaction Date 3A. Deemed 5. Number of 6. Date Exercisable and 7. Title and Amount of 8. Pı Derivative TransactionDerivative **Expiration Date Underlying Securities** Conversion (Month/Day/Year) Execution Date, if Deri (Month/Day/Year) (Instr. 3 and 4) Security or Exercise Code Securities Secu any

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(Instr. 3)	Price of Derivative Security	(N	(Month/Day/Year)	(Instr.	or Disposed of (D) (Instr. 3, 4, and 5)							
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Unit (1)	<u>(2)</u>	09/28/2012		A		37.017		<u>(3)</u>	<u>(3)</u>	Common Stock	37.017	9

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
JENNETT J CHARLES 2103 RESEARCH FOREST DRIVE THE WOODLANDS, TX 77380	X						

Signatures

Cindy A. McMinn as Attorney
In Fact

10/01/2012

**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) Acquired pursuant to the CB&I Supervisory Board of Directors Fee Payment Plan.
- (2) 1-for-1
- (3) Shares of Phantom stock are payable in common stock one year after the reporting person's retirement from the Supervisory Board of Directors Fee Payment Plan.

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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