CHICAGO BRIDGE & IRON CO N V

Form 4

February 21, 2012

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

OMB APPROVAL

response...

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

Check this box

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations may continue.

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)

See Instruction

1. Name and Address of Reporting Person * McCarthy Daniel M.

(First)

(Street)

2. Issuer Name and Ticker or Trading

Symbol

Issuer

5. Relationship of Reporting Person(s) to

CHICAGO BRIDGE & IRON CO N V [CBI]

(Middle)

(Check all applicable)

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

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

below)

2103 RESEARCH FOREST DRIVE 02/16/2012 **Executive Vice President**

> 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

THE WOODLANDS, TX 77380

							1 015011		
(City)	(State)	(Zip) Tab	le I - Non-l	Derivative	Secur	ities Acq	uired, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securition(A) or Dis (Instr. 3, 4)	posed	of (D)	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	02/16/2012		A	12,071 (1)	A	\$ 0	70,095.4516	D	
Common Stock	02/16/2012		A	35,380	A	\$0	105,475.4516	D	
Common Stock	02/16/2012		F	16,383	D	\$ 44.42	89,092.4516	D	
Common Stock	02/17/2012		F	1,138	D	\$ 44.85	87,954.4516	D	
Common Stock	02/19/2012		F	1,508	D	\$ 44.85	86,446.4516	D	
	02/20/2012		F	3,417	D		83,029.4516	D	

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Common	\$
Stock	44.85

 Common Stock
 86.2476
 I
 By 401(k) Plan

 Common Stock
 194.3434
 I
 By son

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

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SEC 1474

(9-02)

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)	4. Transact Code (Instr. 8)	5. ionNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	:	ate	Secur	int of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Relationships

Reporting Owners

Reporting Owner Name / Address	· · · · · · · · · · · · · · · · · · ·					
	Director	10% Owner	Officer	Other		
McCarthy Daniel M.			Executive			
2103 RESEARCH FOREST DRIVE			Vice			
THE WOODLANDS, TX 77380			President			

Signatures

Reporting Person

Stock

Daniel M.	02/21/2012		
McCarthy	02/21/201		
**Signature of	Date		

Reporting Owners 2

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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) Restricted shares granted under the 2008 Long-Term Incentive 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.