
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 10-Q

(Mark One)

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934**

For the Quarterly Period Ended March 31, 2011

OR

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934**

Commission File Number 1-13884

Cameron International Corporation

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

76-0451843
(I.R.S. Employer
Identification No.)

1333 West Loop South, Suite 1700, Houston, Texas
(Address of Principal Executive Offices)

77027
(Zip Code)

713/513-3300
(Registrant's Telephone Number, Including Area Code)

N/A

(Former Name, Former Address and Former Fiscal Year, if Changed Since Last Report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer", "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company) Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes No

Number of shares outstanding of issuer's common stock as of April 21, 2011 was 245,020,102.

TABLE OF CONTENTS

PART I — FINANCIAL INFORMATION	3
Item 1. Financial Statements	3
Consolidated Condensed Results of Operations	3
Consolidated Condensed Balance Sheets	4
Consolidated Condensed Statements of Cash Flows	5
Notes to Consolidated Condensed Financial Statements	6
Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations	16
Item 3. Quantitative and Qualitative Disclosures About Market Risk	29
Item 4. Controls and Procedures	30
PART II — OTHER INFORMATION	30
Item 1. Legal Proceedings	30
Item 1A. Risk Factors	31
Item 2. Unregistered Sales of Equity Securities and Use of Proceeds	31
Item 3. Defaults Upon Senior Securities	31
Item 4. Removed and Reserved	31
Item 5. Other Information	31
Item 6. Exhibits	32
SIGNATURES	33

PART I — FINANCIAL INFORMATION

Item 1. Financial Statements

CAMERON INTERNATIONAL CORPORATION
CONSOLIDATED CONDENSED RESULTS OF OPERATIONS
(dollars and shares in millions, except per share data)

	Three Months	
	Ended March 31,	
	2011	2010
	(unaudited)	
REVENUES	\$ 1,501.3	\$ 1,346.7
COSTS AND EXPENSES		
Cost of sales (exclusive of depreciation and amortization shown separately below)	1,057.9	914.1
Selling and administrative expenses	229.7	196.7
Depreciation and amortization	44.8	48.1
Interest, net	20.1	17.0
Other costs (see Note 3)	8.9	10.3
Total costs and expenses	1,361.4	1,186.2
Income before income taxes	139.9	160.5
Income tax provision	(30.4)	(40.1)
Net income	\$ 109.5	\$ 120.4
Earnings per common share:		
Basic	\$ 0.45	\$ 0.49
Diluted	\$ 0.43	\$ 0.48
Shares used in computing earnings per common share:		
Basic	244.7	244.4
Diluted	252.1	249.0

The accompanying notes are an integral part of these statements.

CAMERON INTERNATIONAL CORPORATION
CONSOLIDATED CONDENSED BALANCE SHEETS
(dollars in millions, except shares and per share data)

	March 31, 2011	December 31, 2010
	(unaudited)	
ASSETS		
Cash and cash equivalents	\$ 1,449.6	\$ 1,832.5
Receivables, net	1,099.9	1,056.1
Inventories, net	1,985.2	1,779.3
Other	285.1	265.0
Total current assets	4,819.8	4,932.9
Plant and equipment, net	1,306.8	1,247.8
Goodwill	1,511.1	1,475.8
Other assets	345.8	348.6
TOTAL ASSETS	\$ 7,983.5	\$ 8,005.1
 LIABILITIES AND STOCKHOLDERS' EQUITY		
Current portion of long-term debt	\$ 519.3	\$ 519.9
Accounts payable and accrued liabilities	1,798.4	2,016.0
Accrued income taxes	9.0	38.0
Total current liabilities	2,326.7	2,573.9
Long-term debt	777.9	772.9
Deferred income taxes	105.0	95.7
Other long-term liabilities	169.3	170.2
Total liabilities	3,378.9	3,612.7
 Stockholders' Equity:		
Common stock, par value \$.01 per share, 400,000,000 shares authorized, 263,111,472 shares issued at March 31, 2011 and December 31, 2010	2.6	2.6
Capital in excess of par value	2,257.0	2,259.3
Retained earnings	2,957.8	2,848.3
Accumulated other elements of comprehensive income (loss)	49.1	(27.1)
Less: Treasury stock, 18,111,709 shares at March 31, 2011 (19,197,642 shares at December 31, 2010)	(661.9)	(690.7)
Total stockholders' equity	4,604.6	4,392.4
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	\$ 7,983.5	\$ 8,005.1

The accompanying notes are an integral part of these statements.

CAMERON INTERNATIONAL CORPORATION
CONSOLIDATED CONDENSED STATEMENTS OF CASH FLOWS
(dollars in millions)

	Three Months Ended	
	March 31,	
	2011	2010
	(unaudited)	
Cash flows from operating activities:		
Net income	\$ 109.5	\$ 120.4
Adjustments to reconcile net income to net cash used for operating activities:		
Depreciation	34.6	33.8
Amortization	10.2	14.3
Non-cash stock compensation expense	8.1	12.0
Tax benefit of employee stock compensation plan transactions and deferred income taxes	18.7	(5.4)
Changes in assets and liabilities, net of translation, acquisitions and non-cash items:		
Receivables	(31.6)	59.9
Inventories	(173.4)	(44.0)
Accounts payable and accrued liabilities	(249.3)	(227.8)
Other assets and liabilities, net	(53.6)	(79.0)
Net cash used for operating activities	<u>(326.8)</u>	<u>(115.8)</u>
Cash flows from investing activities:		
Capital expenditures	(61.9)	(29.8)
Acquisitions, net of cash acquired	(27.6)	(27.9)
Proceeds from sale of plant and equipment	6.7	2.9
Net cash used for investing activities	<u>(82.8)</u>	<u>(54.8)</u>
Cash flows from financing activities:		
Short-term loan borrowings (repayments), net	(2.0)	(16.5)
Purchase of treasury stock	-	(39.8)
Proceeds from stock option exercises, net of tax payments from stock compensation plan transactions	15.8	(6.5)
Excess tax benefits from employee stock compensation plan transactions	4.7	3.8
Principal payments on capital leases	(1.8)	(1.6)
Net cash provided by (used for) financing activities	<u>16.7</u>	<u>(60.6)</u>
Effect of translation on cash	<u>10.0</u>	<u>(10.8)</u>
Decrease in cash and cash equivalents	(382.9)	(242.0)
Cash and cash equivalents, beginning of period	1,832.5	1,861.0
Cash and cash equivalents, end of period	<u>\$ 1,449.6</u>	<u>\$ 1,619.0</u>

The accompanying notes are an integral part of these statements.

CAMERON INTERNATIONAL CORPORATION
NOTES TO CONSOLIDATED CONDENSED FINANCIAL STATEMENTS
Unaudited

Note 1: Basis of Presentation

The accompanying Unaudited Consolidated Condensed Financial Statements of Cameron International Corporation (the Company) have been prepared in accordance with Rule 10-01 of Regulation S-X and do not include all the information and footnotes required by generally accepted accounting principles for complete financial statements. Those adjustments, consisting of normal recurring adjustments that are, in the opinion of management, necessary for a fair presentation of the financial information for the interim periods, have been made. The results of operations for such interim periods are not necessarily indicative of the results of operations for a full year. The Unaudited Consolidated Condensed Financial Statements should be read in conjunction with the Audited Consolidated Financial Statements and Notes thereto filed by the Company on Form 10-K for the year ended December 31, 2010.

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Such estimates include, but are not limited to, estimates of total contract profit or loss on certain long-term production contracts, estimated losses on accounts receivable, estimated realizable value on excess and obsolete inventory, contingencies, including tax contingencies, estimated liabilities for litigation exposures and liquidated damages, estimated warranty costs, estimates related to pension accounting, estimates related to the fair value of reporting units for purposes of assessing goodwill for impairment, estimated proceeds from assets held for sale and estimates related to deferred tax assets and liabilities, including valuation allowances on deferred tax assets. Actual results could differ materially from these estimates.

During the third quarter of 2010, the Company restructured its business segments, moving its Process Systems division from the Drilling & Production Systems (DPS) segment to a newly formed business segment, Process & Compression Systems (PCS), in order to enhance the Company's processing solutions for customers involved in the exploration, production, storage and transmission of crude oil and natural gas. PCS also includes the businesses that were previously part of the Compression Systems segment. All financial data included in this Quarterly Report on Form 10-Q relating to DPS and PCS have been retrospectively revised based on the new segment structure of the Company. The Company's other business segment is Valves & Measurement (V&M).

Certain other prior year amounts have also been reclassified to conform to the current year presentation.

Note 2: Acquisitions

During the first quarter of 2011, the Company acquired the stock of two businesses for a total cash purchase price, net of cash acquired, of \$27.6 million. Vescon Equipamentos Industriais Ltda. was acquired to strengthen the Company's surface product offerings in the Brazilian market and has been included in the DPS segment since the date of acquisition. The Company also acquired the remaining interest in Scomi Energy Sdn Bhd., previously a Cameron joint venture company, in order to strengthen the Company's process systems offerings in the Malaysian market. The consolidated results of this business have been included in the PCS segment since the date of acquisition.

Preliminary goodwill recorded from these acquisitions was approximately \$22.6 million, of which approximately \$20.6 million is deductible for tax purposes. The Company is still awaiting significant information relating to the fair value of the assets and liabilities of the acquired businesses in order to finalize the purchase price allocations.

Note 3: Other Costs

Other costs for the three months ended March 31, 2011 and 2010 consisted of the following (in millions):

	Three Months Ended	
	March 31,	
	2011	2010
Employee severance	\$ 0.3	\$ 5.7
NATCO acquisition integration costs	—	1.5
Deepwater Horizon legal costs	8.3	—
Other acquisition and restructuring costs	0.3	3.1
	<u>\$ 8.9</u>	<u>\$ 10.3</u>

NATCO acquisition integration costs consist of costs incurred for the integration of NATCO's operations with the existing operations of the Company. Other acquisition and restructuring costs consist primarily of costs related to the various acquisitions and other facility-related costs associated with restructuring of the Company's operations in response to changes in market conditions.

Note 4: Receivables

Receivables consisted of the following (in millions):

	March 31,	December 31,
	2011	2010
Trade receivables	\$ 1,007.4	\$ 991.2
Other receivables	111.0	78.9
Allowance for doubtful accounts	(18.5)	(14.0)
Total receivables	<u>\$ 1,099.9</u>	<u>\$ 1,056.1</u>

Note 5: Inventories

Inventories consisted of the following (in millions):

	March 31,	December 31,
	2011	2010
Raw materials	\$ 175.6	\$ 166.5
Work-in-process	653.4	575.9
Finished goods, including parts and subassemblies	1,314.2	1,190.5
Other	11.7	12.1
	<u>2,154.9</u>	<u>1,945.0</u>
Excess of current standard costs over LIFO costs	(98.6)	(97.7)
Allowances	(71.1)	(68.0)
Total inventories	<u>\$ 1,985.2</u>	<u>\$ 1,779.3</u>

Note 6: Plant and Equipment and Goodwill

Plant and equipment consisted of the following (in millions):

	March 31,	December 31,
	2011	2010
Plant and equipment, at cost	\$ 2,387.5	\$ 2,285.9
Accumulated depreciation	(1,080.7)	(1,038.1)
Total plant and equipment	<u>\$ 1,306.8</u>	<u>\$ 1,247.8</u>

Changes in goodwill during the three months ended March 31, 2011 were as follows (in millions):

Balance at December 31, 2010	\$ 1,475.8
Current year acquisitions	22.6
Translation and other	12.7
Balance at March 31, 2011	<u>\$ 1,511.1</u>

Note 7: Accounts Payable and Accrued Liabilities

Accounts payable and accrued liabilities consisted of the following (in millions):

	March 31, 2011	December 31, 2010
Trade accounts payable and accruals	\$ 563.0	\$ 571.3
Salaries, wages and related fringe benefits	126.1	190.2
Advances from customers	725.8	863.3
Sales-related costs and provisions	66.1	90.2
Payroll and other taxes	50.7	67.4
Product warranty	47.7	45.7
Fair market value of derivatives	0.8	1.8
Other	218.2	186.1
Total accounts payable and accrued liabilities	<u>\$ 1,798.4</u>	<u>\$ 2,016.0</u>

Activity during the three months ended March 31, 2011 associated with the Company's product warranty accruals was as follows (in millions):

Balance December 31, 2010	Net warranty provisions	Charges against accrual	Translation and other	Balance March 31, 2011
<u>\$ 45.7</u>	<u>\$ 5.6</u>	<u>\$ (4.1)</u>	<u>\$ 0.5</u>	<u>\$ 47.7</u>

Note 8: Debt

The Company's debt obligations were as follows (in millions):

	March 31, 2011	December 31, 2010
Senior notes, net of \$1.8 of unamortized original issue discount at March 31, 2011 and December 31, 2010	\$ 748.2	\$ 748.2
Convertible debentures, net of discount of \$2.7 at March 31, 2011 and \$6.9 at December 31, 2010	497.3	493.1
Other debt	37.2	37.5
Obligations under capital leases	14.5	14.0
	<u>1,297.2</u>	<u>1,292.8</u>
Current maturities	(519.3)	(519.9)
Long-term portion	<u>\$ 777.9</u>	<u>\$ 772.9</u>

As described more fully in the Company's Annual Report on Form 10-K for the year ended December 31, 2010, the Company's 2.5% Convertible Debentures are accounted for under accounting rules for convertible debt instruments that may be settled in cash upon conversion (including partial cash settlement). The Company had outstanding in certain prior periods 1.5% Convertible Debentures, which were also subject to these accounting rules. Under the accounting rules, the bifurcation of the debt and equity components of the Convertible Debentures resulted in approximately \$65.8 million being included in capital in excess of par value on the Company's Consolidated Balance Sheets at March 31, 2011 and December 31, 2010, related to the initial conversion value of

the Company's 2.5% and 1.5% Convertible Debentures. The discount on the 2.5% Convertible Debentures remaining at March 31, 2011 from the initial bifurcation of the conversion value was \$2.7 million, which will be fully amortized to interest expense by June 15, 2011. The \$497.3 million net carrying value of the 2.5% Convertible Debentures has been classified in the current portion of long-term debt in the Consolidated Condensed Balance Sheet as of March 31, 2011, as these debentures contain provisions that allow the holders to require the Company to redeem them on June 15, 2011. The accounting rules for convertible debt instruments result in an additional amount of expense being recognized in excess of the stated interest rate as follows (in millions):

	Three Months Ended	
	March 31,	
	2011	2010
Interest expense associated with amortization of discount on Convertible Debentures	\$ 4.2	\$ 3.9

Under the terms of the debenture agreement, the Company's 2.5% Convertible Debentures met the conditions for conversion at March 31, 2011. Had the holders elected to convert at March 31, 2011, the Company could have been required to issue approximately 5.4 million shares of its common stock in satisfaction of the conversion value of the debentures in excess of their principal amount (to be paid in cash), based on the closing price of the Company's common stock on that date of \$57.10 or, at the option of the Company, pay cash for the principal amount of the debentures converted plus the conversion value in excess of the principal amount.

At March 31, 2011, the Company had issued letters of credit totaling \$25.4 million under its multi-currency revolving credit facility providing for borrowings up to \$585.0 million, leaving a remaining amount of \$559.6 million available for use.

The Company also has a three-year \$250.0 million committed multi-currency revolving letter of credit facility with a third party bank. At March 31, 2011, the Company had issued letters of credit totaling \$201.3 million under its revolving credit facility, leaving a remaining amount of \$48.7 million available for use.

At March 31, 2011, the fair value of the Company's fixed-rate debt (based on level 1 quoted market rates) was approximately \$1.65 billion as compared to the nearly \$1.25 billion principal amount of the debt.

Note 9: Income Taxes

The Company's effective tax rates for the three months ended March 31, 2011 and 2010 were 21.7% and 25.0%, respectively. The tax provision for the first quarter of 2011 is lower than the comparable period in 2010, primarily due to realization of certain historical tax benefits totaling \$4.7 million related to events which occurred during the period.

Note 10: Business Segments

The Company's operations are organized into three separate business segments – DPS, V&M and PCS. Summary financial data by segment follows (in millions):

	Three Months Ended March 31,	
	2011	2010
Revenues:		
DPS ⁽¹⁾	\$ 865.7	\$ 819.8
V&M	339.9	299.0
PCS ⁽¹⁾	295.7	227.9
	<u>\$ 1,501.3</u>	<u>\$ 1,346.7</u>
Income (loss) before income taxes:		
DPS ⁽¹⁾	\$ 116.3	\$ 156.6
V&M	55.2	48.9
PCS ⁽¹⁾	30.6	15.5
Corporate & other	(62.2)	(60.5)
	<u>\$ 139.9</u>	<u>\$ 160.5</u>

⁽¹⁾ Prior year amounts have been retrospectively revised to reflect the change in segments described in Note 1 of the Notes to Consolidated Condensed Financial Statements.

Corporate & other includes expenses associated with the Company's Corporate office, all of the Company's interest income and interest expense, certain litigation expense managed by the Company's General Counsel, foreign currency gains and losses from certain intercompany lending activities managed by the Company's centralized Treasury function, all of the Company's restructuring expense and acquisition-related costs and all stock compensation expense.

Note 11: Earnings Per Share

The calculation of basic and diluted earnings per share for each period presented was as follows (dollars and shares in millions, except per share amounts):

	Three Months Ended March 31,	
	2011	2010
Net income	\$ 109.5	\$ 120.4
Average shares outstanding (basic)	244.7	244.4
Common stock equivalents	2.2	2.5
Incremental shares from assumed conversion of convertible debentures	5.2	2.1
Diluted shares	<u>252.1</u>	<u>249.0</u>
Basic earnings per share	\$ 0.45	\$ 0.49
Diluted earnings per share	<u>\$ 0.43</u>	<u>\$ 0.48</u>

The Company's 2.5% Convertible Debentures were included in the calculation of diluted earnings per share for the three months ended March 31, 2011 and 2010 since the average market price of the Company's common stock exceeded the conversion value of the debentures during those periods.

No treasury shares were acquired during the three months ended March 31, 2011. A total of 1,000,000 treasury shares at an average cost of \$42.23 were acquired during the three-month period ended March 31, 2010. A total of 1,085,933 and 245,292 treasury shares were issued during the three-month periods ended March 31, 2011 and 2010, respectively, in satisfaction of stock option exercises and vesting of restricted stock units.

Note 12: Comprehensive Income

The amounts of comprehensive income for the three months ended March 31, 2011 and 2010 were as follows (in millions):

	Three Months Ended	
	March 31,	
	2011	2010
Net income per Consolidated Condensed Results of Operations	\$ 109.5	\$ 120.4
Foreign currency translation gain (loss)	70.3	(55.4)
Amortization of net prior service credits related to the Company's pension and postretirement benefit plans, net of tax	(0.1)	(0.1)
Amortization of net actuarial losses related to the Company's pension and postretirement benefit plans, net of tax	1.4	0.9
Change in fair value of derivatives accounted for as cash flow hedges, net of tax	4.6	(2.4)
Comprehensive income	<u>\$ 185.7</u>	<u>\$ 63.4</u>

The components of accumulated other elements of comprehensive income (loss) at March 31, 2011 and December 31, 2010 were as follows (in millions):

	March 31,	December 31,
	2011	2010
Accumulated foreign currency translation gain	\$ 101.8	\$ 31.5
Prior service credits, net, related to the Company's pension and postretirement benefit plans, net of tax	4.2	4.3
Actuarial losses, net, related to the Company's pension and postretirement benefit plans, net of tax	(54.4)	(55.8)
Change in fair value of derivatives accounted for as cash flow hedges, net of tax	(2.5)	(7.1)
Accumulated other elements of comprehensive income (loss)	<u>\$ 49.1</u>	<u>\$ (27.1)</u>

Note 13: Contingencies

The Company is subject to a number of contingencies, including litigation, tax contingencies and environmental matters.

Deepwater Horizon Matter

A blowout preventer ("BOP") originally manufactured by the Company and delivered in 2001, and for which the Company was one of the suppliers of spare parts and repair services, was deployed by the drilling rig Deepwater Horizon when it experienced a tragic explosion and fire on April 20, 2010, resulting in bodily injuries and loss of life, loss of the rig, and an unprecedented discharge of hydrocarbons into the Gulf of Mexico.

While the Company did not operate the BOP, nor did it have anyone on the rig at the time of the incident, claims for personal injury, wrongful death and property damage arising from the Deepwater Horizon incident have been and will continue to be asserted against the Company and others. Additionally, claims for pollution and for economic damages, including business interruption and loss of revenue, have been, and may continue to be asserted against all parties associated with this incident, including the Company, BP plc and certain of its subsidiaries, the operator of Mississippi Canyon Block 252 upon which the Macondo well was being drilled, Transocean Ltd. and certain of its affiliates, the rig owner and operator, as well as other equipment and service companies, including

Halliburton. The Company has been named as one of multiple defendants in over 350 suits filed and presently pending in a variety of Federal and State courts, a number of which have been filed as class actions or multi-plaintiff actions. Other defendants, including BP plc, Transocean and Halliburton have asserted cross-claims against us as we have asserted such claims against them. Most of these suits pending in Federal courts have been consolidated into a single proceeding before a single Federal judge under the rules governing multi-district litigation. The consolidated case is styled *In Re: Oil Spill by the Oil Rig "Deepwater Horizon" in the Gulf of Mexico on April 20, 2010*, MDL Docket No. 2179. There are also a small number of cases pending in state courts. The States of Alabama and Louisiana have brought a claim for destruction of and/or harm to natural resources against those associated with this incident, including Cameron, in *State of Alabama, ex. rel. Troy King, Attorney General vs. Transocean Ltd., et. al., Cause No. 2:10cv00691, U.S. Dist. Ct., M.D. Ala.*, and *State of Louisiana vs. BP Exploration & Production, Inc., et. al, MDL No. 2179*, as have a number of other local governmental entities and 3 Mexican states. It is possible other such claims may be asserted against the Company by the United States Government (USG) and by other Gulf and/or East Coast States, whose Attorneys General have notified the Company to preserve documents in the event of a claim, and possibly by other parties. The USG has brought suit against BP and certain other parties associated with this incident for recovery under statutes such as the Oil Pollution Act of 1990 (OPA) and the Clean Water Act, which suit has been made part of the MDL proceedings. While the Company was not named as a defendant in this suit by the USG, BP has brought a third-party complaint for contribution under OPA against several parties associated with this incident which were not named by the USG, including the Company. A shareholder derivative suit, *Paris vs. Erikson, et al., Cause No. 2010-71817 in the 190th District Court of Harris County, Texas*, has been filed against the Company's directors in connection with this incident and its aftermath alleging the Company's directors failed to exercise their fiduciary duties regarding the safety and efficacy of its products. This incident and its causes are also being investigated by a joint investigation team of the U.S. Coast Guard and the Bureau of Ocean Energy Management (the "JIT"), which has named Cameron as a party-in-interest, the Departments of the Interior and Justice, the U.S. Chemical Safety and Hazard Investigation Board, and by various other governmental entities, including Congressional Committees. An investigation conducted by the National Commission on the BP Deepwater Horizon Oil Spill and Offshore Drilling has been completed. The Department of Justice, in addition to its involvement in the civil litigation, has formed a task force to consolidate its criminal investigations into possible criminal charges stemming from this incident and its aftermath.

Based on the facts known to date, the Company is of the opinion that there was no defect in or failure of the BOP that caused or contributed to the explosion. The reasons as to why the efforts to shut-in the well after the explosion were unsuccessful are not yet known and are the subject of continuing investigation and discovery in the MDL proceedings. A report on the results of a forensic examination of the BOP by Det Norske Veritas commissioned by the JIT as part of its investigation was made public in March 2011. This report cited what it considered to be the inability of the BOP to shear the off-center drill pipe as a contributing factor to the BOP's blind shear rams being unable to close and seal the well, but the forensic examination is still on-going and other tests are being conducted at the request of other parties to the MDL proceedings. The extent of the environmental impact, and the ultimate costs and damages that will ultimately be determined attributable to this incident and its aftermath are not yet known and therefore cannot be reasonably estimated. As a result, we are unable to make any reasonable determination of what liability, if any, the Company could be found to have with respect to any of these claims or whether the Company will be found to have any liability, directly or by way of contribution, under any environmental laws or regulations or otherwise. BP has been designated as the Responsible Party for the pollution emanating from the Macondo well under OPA, and has accepted such designation. Cameron has not been named a Responsible Party.

The applicable contracts between Cameron and Transocean entities provide for customary industry "knock-for-knock" indemnification by which each party agreed to bear the risk of, and hold the other harmless with respect to, all claims for personal injury, to include wrongful death, and property loss or damage of its own, its employees and those of its contractors. In addition, the contracts provide that in the event Transocean is entitled to indemnity under any contract with its customers or suppliers for pollution or other damages associated with blowout or loss of well control, Transocean will provide Cameron with the benefit of such indemnity to the fullest extent possible. Transocean has publicly stated that it has a full pollution indemnity from BP, although BP has so far declined to acknowledge any obligation under the indemnity.

The Company has commercial general liability insurance, including completed products and sudden accidental pollution coverage, with limits of \$500 million and a self retention of \$3 million. Defense costs are not covered by the policy. Coverage includes claims for personal injury and wrongful death, as well as liability for pollution and

loss of revenue/business interruption. The Company has notified its insurers of the claims being asserted against it. The insurers have responded with “reservation of rights” letters.

While the Company’s BOPs have a history of reliable performance when properly maintained and operated in accordance with product specifications, until the litigation referred to above progresses and until the investigations referred to above are completed, we are unable to determine the extent of the Company’s future involvement in the litigation and any liability resulting from this incident. If it is ultimately determined that the Company bears some responsibility, and therefore liability, for the costs and damages caused by this event, we will rely on our contractual indemnity rights and then, if and to the extent necessary and available, on our insurance coverage. If our contractual indemnities are determined to be inapplicable, or the indemnitors fail or are unable to fulfill their contractual indemnity obligations, and if the damages and costs ultimately determined to be the Company’s responsibility exceed our available insurance coverage, we could be liable for amounts that could have a material adverse impact on our financial condition, results of operations and cash flows.

Through March 31, 2011, the Company has incurred and expensed legal fees of \$20.8 million, including \$8.3 million during the first quarter of 2011. The Company has not accrued any amounts relating to this matter because we do not believe at the present time a loss is probable.

Other Litigation

In 2001, the Company discovered that contaminated underground water from a former manufacturing site in Houston (see discussion below under Environmental Matters) had migrated under an adjacent residential area. Pursuant to applicable state regulations, the Company notified the affected homeowners. Concerns over the impact on property values of the underground water contamination and its public disclosure led to a number of claims by homeowners. The Company has settled these claims, primarily as a result of the settlement of a class action lawsuit, and is obligated to reimburse 197 homeowners for any diminution in value of their property due to contamination concerns at the time of any sale.

Based upon 2009 testing results of monitoring wells on the southeastern border of the plume, the Company notified 33 homeowners whose property is adjacent to the class area that their property may be affected. The Company is taking remedial measures to prevent these properties from being affected.

The Company believes, based on its review of the facts and law, that any potential exposure from existing agreements as well as any possible new claims that may be filed with respect to this underground water contamination will not have a material adverse effect on its financial position or results of operations. The Company’s consolidated balance sheet included a liability of approximately \$11.8 million for these matters as of March 31, 2011.

The Company has been named as a defendant in a number of multi-defendant, multi-plaintiff tort lawsuits since 1995. At March 31, 2011, the Company’s consolidated balance sheet included a liability of approximately \$7.7 million for such cases. The Company believes, based on its review of the facts and law, that the potential exposure from these suits will not have a material adverse effect on its consolidated results of operations, financial condition or liquidity.

Regulatory Contingencies

In July 2007, the Company was one of a number of companies to receive a letter from the Criminal Division of the U.S. Department of Justice (DOJ) requesting information on activities undertaken on their behalf by a customs clearance broker. The DOJ is inquiring into whether certain of the services provided to the Company by the customs clearance broker may have involved violations of the U.S. Foreign Corrupt Practices Act (FCPA). In response, the Company engaged special counsel reporting to the Audit Committee of the Board of Directors to conduct an investigation into its dealings with the customs clearance broker in Nigeria to determine if any payment made by the customs clearance broker in connection with the importation of Company property constituted a violation of the FCPA. Special counsel also reviewed the extent, if any, of the Company’s knowledge and involvement in the performance of these services and activities and whether the Company fulfilled its obligations under the FCPA. The U.S. Securities and Exchange Commission (SEC) is also conducting an informal inquiry into the same matters. The investigation by special counsel has been completed and the Company is waiting for the agencies to commence

discussions regarding the ultimate disposition of this matter. At this stage, the Company cannot predict what the disposition of this matter will entail.

Tax Contingencies

The Company has legal entities in over 40 countries. As a result, the Company is subject to various tax filing requirements in these countries. The Company prepares its tax filings in a manner which it believes is consistent with such filing requirements. However, some of the tax laws and regulations to which the Company is subject require interpretation and/or judgment. Although the Company believes the tax liabilities for periods ending on or before the balance sheet date have been adequately provided for in the financial statements, to the extent a taxing authority believes the Company has not prepared its tax filings in accordance with the authority's interpretation of the tax laws and regulations, the Company could be exposed to additional taxes.

Environmental Matters

The Company is currently identified as a potentially responsible party (PRP) with respect to two sites designated for cleanup under the Comprehensive Environmental Response Compensation and Liability Act (CERCLA) or similar state laws. One of these sites is Osborne, Pennsylvania (a landfill into which a predecessor of the PCS operation in Grove City, Pennsylvania deposited waste), where remediation is complete and remaining costs relate to ongoing ground water treatment and monitoring. The other is believed to be a de minimis exposure. The Company is also engaged in site cleanup under the Voluntary Cleanup Plan of the Texas Commission on Environmental Quality at former manufacturing locations in Houston and Missouri City, Texas. Additionally, the Company has discontinued operations at a number of other sites which had been active for many years. The Company does not believe, based upon information currently available, that there are any material environmental liabilities existing at these locations. At March 31, 2011, the Company's consolidated balance sheet included a noncurrent liability of approximately \$6.5 million for environmental matters.

Note 14: Fair Value of Financial Instruments

The Company's financial instruments consist primarily of cash and cash equivalents, trade receivables, trade payables, derivative instruments and debt instruments. The book values of cash and cash equivalents, trade receivables, trade payables, derivative instruments and floating-rate debt instruments are considered to be representative of their respective fair values.

Cash and cash equivalents include highly liquid investments with a maturity of ninety days or less at the time of purchase. Cash equivalents consist primarily of money market securities, U.S. treasury bills, other U.S. agency notes, short-term commercial paper and corporate debt securities, all of which are considered Level 1 under the ASC's fair value hierarchy. Total cash equivalents were approximately \$1.15 billion and \$1.38 billion at March 31, 2011 and December 31, 2010, respectively.

In order to mitigate the effect of exchange rate changes, the Company will often attempt to structure sales contracts to provide for collections from customers in the currency in which the Company incurs its manufacturing costs. In certain instances, the Company will enter into forward foreign currency exchange contracts to hedge specific large anticipated receipts or disbursements in currencies for which the Company does not traditionally have fully offsetting local currency expenditures or receipts. The Company was party to a number of long-term foreign currency forward contracts at March 31, 2011, some of which extend through 2012. The purpose of the majority of these contracts was to hedge large anticipated non-functional currency cash flows on major subsea, drilling, valve or other equipment contracts involving the Company's United States operations and its wholly-owned subsidiaries in Italy, Romania, Singapore and the United Kingdom. The Company determines the fair value of its outstanding foreign currency forward contracts based on quoted exchange rates for the respective currencies applicable to similar instruments. These quoted exchange rates are considered to be Level 2 observable market inputs. Information relating to the contracts, most of which have been accounted for as cash flow hedges as of March 31, 2011, follows:

Total gross volume bought (sold) by notional currency and maturity date on open derivative contracts at March 31, 2011 was as follows (in millions):

	Notional Amount - Swaps			Notional Amount - Buy			Notional Amount - Sell		
	<u>2011</u>	<u>2012</u>	<u>Total</u>	<u>2011</u>	<u>2012</u>	<u>Total</u>	<u>2011</u>	<u>2012</u>	<u>Total</u>
FX Forward Contracts									
Notional currency in:									
EUR	–	–	–	18.1	–	18.1	(27.9)	–	(27.9)
GBP	–	–	–	1.0	–	1.0	(7.0)	–	(7.0)
NOK	–	–	–	11.6	–	11.6	–	–	–
SGD	–	–	–	1.8	–	1.8	–	–	–
USD	–	–	–	4.9	0.3	5.2	(62.9)	(7.1)	(70.0)
FX Options									
USD	–	–	–	–	–	–	1.5	–	1.5
Interest Rate Swaps									
USD	–	800.0	800.0	–	–	–	–	–	–

The fair values of derivative financial instruments recorded in the Company's Consolidated Condensed Balance Sheets at March 31, 2011 and December 31, 2010 were as follows:

	March 31, 2011		December 31, 2010	
	<u>Assets</u>	<u>Liabilities</u>	<u>Assets</u>	<u>Liabilities</u>
Derivatives designated as hedges:				
Foreign exchange contracts –				
Current	\$ 1.9	\$ 0.7	\$ 0.7	\$ 1.8
Non-current	–	–	–	–
Total derivatives designated as hedges	<u>1.9</u>	<u>0.7</u>	<u>0.7</u>	<u>1.8</u>
Derivatives not designated as hedges:				
Foreign exchange contracts –				
Current	0.5	0.1	1.4	–
Non-current	–	–	–	–
Interest Rate Swaps –				
Current	–	–	–	–
Non-current	3.3	–	4.8	–
Total derivatives not designated as hedges	<u>3.8</u>	<u>0.1</u>	<u>6.2</u>	<u>–</u>
Total derivatives	<u>\$ 5.7</u>	<u>\$ 0.8</u>	<u>\$ 6.9</u>	<u>\$ 1.8</u>

The effects of derivative financial instruments on the Company's consolidated condensed financial statements for the three months ended March 31, 2011 and March 31, 2010 were as follows (in millions):

Derivatives in Cash Flow Hedging Relationships	Effective Portion				Ineffective Portion and Other			
	Amount of Pre-Tax Gain (Loss) Recognized in OCI on Derivatives at March 31,		Location of Gain (Loss) Reclassified from Accumulated OCI into Income	Amount of Gain (Loss) Reclassified from Accumulated OCI into Income at March 31,		Location of Gain (Loss) Recognized in Income on Derivatives	Amount of Gain (Loss) Recognized in Income on Derivatives at March 31,	
	2011	2010		2011	2010		2011	2010
Foreign exchange contracts	\$ 2.5	\$ (6.0)	Revenues	\$ 1.6	\$ (0.6)	Cost of goods sold-ineffective portion	\$ (0.3)	\$ (0.3)
			Cost of goods sold	(5.7)	(2.7)			
			Depreciation expense	(0.1)	—			
Total	<u>\$ 2.5</u>	<u>\$ (6.0)</u>		<u>\$ (4.2)</u>	<u>\$ (3.3)</u>		<u>\$ (0.3)</u>	<u>\$ (0.3)</u>

During the three-month period ended March 31, 2011, approximately \$0.6 million and \$0.2 million was recognized as a reduction to cost of goods sold and an increase in interest expense, respectively, relating to foreign currency forward contracts and interest rate swap agreements that were not designated as hedging instruments.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

In addition to the historical data contained herein, this document includes forward-looking statements regarding future market strength, customer spending and order levels, revenues and earnings of the Company, as well as expectations regarding equipment deliveries, margins, profitability, the ability to control and reduce raw material, overhead and operating costs, cash generated from operations, legal fees and costs associated with a number of lawsuits filed against the Company in connection with the Deepwater Horizon matter, capital expenditures and the use of existing cash balances and future anticipated cash flows made in reliance upon the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. The Company's actual results may differ materially from those described in any forward-looking statements. Any such statements are based on current expectations of the Company's performance and are subject to a variety of factors, some of which are not under the control of the Company, which can affect the Company's results of operations, liquidity or financial condition. Such factors may include overall demand for, and pricing of, the Company's products; the size and timing of orders; the Company's ability to successfully execute large subsea and drilling projects it has been awarded; the possibility of cancellations of orders in backlog; the Company's ability to convert backlog into revenues on a timely and profitable basis; the impact of acquisitions the Company has made or may make; changes in the price of (and demand for) oil and gas in both domestic and international markets; raw material costs and availability; political and social issues affecting the countries in which the Company does business, including the ability of companies to obtain drilling permits following the lifting of a temporary moratorium imposed by the United States government on drilling activities in deepwater areas of the Gulf of Mexico; fluctuations in currency markets worldwide; and variations in global economic activity. In particular, current and projected oil and gas prices historically have generally directly affected customers' spending levels and their related purchases of the Company's products and services. As a result, changes in oil and gas price expectations may impact the demand for the Company's products and services and the Company's financial results due to changes in cost structure, staffing and spending levels the Company makes in response thereto. See additional factors discussed in "Factors That May Affect Financial Condition and Future Results" contained herein.

Because the information herein is based solely on data currently available, it is subject to change as a result of, among other things, changes in conditions over which the Company has no control or influence, and should not therefore be viewed as assurance regarding the Company's future performance. Additionally, the Company is not obligated to make public disclosure of such changes unless required under applicable disclosure rules and regulations.

FIRST QUARTER 2011 COMPARED TO FIRST QUARTER 2010

Market Conditions

Information related to a measure of drilling activity and certain commodity spot and futures prices during each quarter and the number of deepwater floaters and semis under contract at the end of each period follows:

	Three Months Ended		Increase (Decrease)	
	2011	2010	Amount	%
Drilling activity (average number of working rigs during period) ⁽¹⁾ :				
United States	1,716	1,345	371	27.6%
Canada	587	470	117	24.9%
Rest of world	1,166	1,063	103	9.7%
Global average rig count	3,469	2,878	591	20.5%
Commodity prices (average of daily U.S. dollar prices per unit during period) ⁽²⁾ :				
West Texas Intermediate Cushing, OK crude oil spot price per barrel in U.S. dollars	\$ 94.46	\$ 78.84	\$ 15.62	19.8%
Henry Hub natural gas spot price per MMBtu in U.S. dollars	\$ 4.18	\$ 5.09	\$ (0.91)	(17.9)%
Twelve-month futures strip price (U.S. dollar amount at period-end) ⁽²⁾ :				
West Texas Intermediate Cushing, OK crude oil contract (per barrel)	\$ 107.24	\$ 85.12	\$ 22.12	26.0%
Henry Hub Natural Gas contract (per MMBtu)	\$ 4.75	\$ 4.64	\$ 0.11	2.4%
Number of deepwater floaters and semis under contract in competitive major markets at period-end: ⁽³⁾				
U.S. Gulf of Mexico	29	36	(7)	(19.4)%
Northwestern Europe	36	34	2	5.9%
West Africa	30	26	4	15.4%
Southeast Asia and Australia	23	26	(3)	(11.5)%

(1) Based on average monthly rig count data from Baker Hughes

(2) Source: Bloomberg

(3) Source: ODS – Petrodata Ltd.

The average number of worldwide operating rigs trended upwards during the first quarters of 2011 and 2010 with the average for the first quarter of 2011 up over 20% compared to the first quarter of 2010. Over 80% of the increase from the beginning of 2011 to March 31, 2011 occurred in Canada as rig counts in the United States and the rest of the world were up only marginally from beginning of the year levels. Growth in rig count levels in the United States accounted for approximately two-thirds of the rig count increase during the first quarter of 2010 from beginning of the year levels to March 31, 2010. Rig count levels worldwide have generally been on an upward trend since the second quarter of 2009 when levels bottomed out below 2,000 operating rigs following a steep decline that started during the fourth quarter of 2008.

Crude oil prices (West Texas Intermediate, Cushing, OK) continued an upward trend during the first quarter of 2011, reaching prices in excess of \$100 per barrel for most of the month of March 2011. On average, prices averaged \$94.46 per barrel during the quarter, up almost 20% from the average during the first quarter of 2010. Prices during the first quarter of 2010 were more volatile during the period, but still trended upward, averaging \$78.84 per barrel.

Natural gas (Henry Hub) prices trended downward during the first quarters of 2011 and 2010 as compared to price levels at the beginning of both periods. The average price per MMBtu in the first quarter of 2011 was \$4.18, a nearly 18% decrease from the average price per MMBtu in the first quarter of 2010 of \$5.09. Natural gas prices tend to increase during the latter part of each year due to seasonal demand factors. The closing price at the end of 2009 was \$5.83 per MMBtu compared to \$4.23 at the end of 2010. Should the 12-month futures strip price for natural gas stay depressed for a longer period of time, the portion of the North American rig count directed to gas drilling could decline, which could impact the Company's order flow.

Historically, the level of capital expenditures by the Company's customers, which impacts demand for much of the Company's products and services, has been affected by the level of drilling, exploration and production activity as well as the price of oil and natural gas. The recent changes in crude oil and natural gas prices and expectations of future prices may affect the future capital spending plans of certain of the Company's customers.

Critical Accounting Policies

Goodwill – The Company reviews the carrying value of goodwill in accordance with accounting rules on impairment of goodwill, which require that the Company estimate the fair value of each of its reporting units annually, or when impairment indicators exist, and compare such amounts to their respective carrying values to determine if an impairment of goodwill is required. The estimated fair value of each reporting unit is determined using discounted future expected cash flows (level 3 observable inputs) or other market related valuation models consistent with the accounting guidance for fair value measurements. Certain estimates and judgments are required in the application of the fair value models, including, but not limited to, estimates of future cash flows and the selection of a discount rate. Generally, this review is conducted during the first quarter of each annual period. The results of the 2011 test indicated that there was no impairment of goodwill; however, for the Process Systems division, the excess of estimated fair value over carrying value was closer to the carrying value than in past periods. Goodwill associated with this reporting unit was approximately \$793.0 million. At March 31, 2011, goodwill recorded by the Company was approximately \$1.5 billion. Should the Company's estimate of the fair value of any of its reporting units decline significantly in future periods due to changes in customer demand, market activity levels, interest rates or other factors which would impact future earnings and cash flow or market valuation levels of the Company or any of its reporting units, an impairment of goodwill could be required.

Consolidated Results

Net income for the first quarter of 2011 totaled \$109.5 million, or \$0.43 per diluted share, compared to net income for the first quarter of 2010 of \$120.4 million, or \$0.48 per diluted share. Included in the first quarter 2011 results were charges of \$0.17 per diluted share primarily associated with cost overruns on a large subsea project in Nigeria and also a lesser charge to reserve for the value of undelivered inventory and for receivables on work previously performed in Libya that are unlikely to be collected due to sanctions imposed by the United States government and other governments during the first quarter of 2011.

Total revenues for the Company increased by \$154.6 million, or 11.5%, during the three months ended March 31, 2011 as compared to the three months ended March 31, 2010 on the strength of higher sales in each of the Company's business segments. Sales in the Drilling and Production Systems (DPS) segment, the Valves & Measurement (V&M) segment and the Process & Compression Systems (PCS) segment are discussed in more detail below.

As a percent of revenues, cost of sales (exclusive of depreciation and amortization) increased from 67.9% during the first quarter of 2010 to 70.5% for the first quarter of 2011. The increase was due largely to a 3.0 percentage-point margin decrease resulting from an adjustment during the first quarter of 2011 related to cost overruns on a large subsea project in Nigeria. This was partially offset by increased volumes of higher-margin products in the V&M and PCS segments.

Selling and administrative expenses increased \$33.0 million, or 16.8%, during the three months ended March 31, 2011 as compared to the three months ended March 31, 2010, due mainly to (i) approximately \$24.5 million of higher employee-related costs resulting mainly from headcount increases, (ii) a \$4.6 million increase in bad debt expense associated primarily with receivables arising from work previously performed in Libya that are unlikely to be collected due to sanctions imposed by the United States government during the first quarter of 2011, and (iii) the year-over-year impact of a \$5.8 million reversal in the first quarter of 2010 of certain bad debt reserves upon final collection of amounts due.

During the first quarter of 2011, the Company incurred \$8.9 million of costs mainly related to legal expenses associated with the Deepwater Horizon matter and certain employee severance and restructuring-related activities. Included in operating results for the first quarter of 2010 were employee severance, acquisition integration costs and certain other expenses totaling \$10.3 million.

The Company's effective tax rate for the first quarter of 2011 was 21.7% compared to 25.0% during the first quarter of 2010. The tax provision for the first quarter of 2011 is lower than the comparable period in 2010, primarily due to realization of certain historical tax benefits totaling \$4.7 million related to events which occurred during the period.

Segment Results

DPS Segment –

(\$ in millions)	Quarter Ended March 31,		Increase (Decrease)	
	2011	2010 ⁽¹⁾	\$	%
Revenues	\$ 865.7	\$ 819.8	\$ 45.9	5.6%
Income before income taxes	\$ 116.3	\$ 156.6	\$ (40.3)	(25.7)%
Income before income taxes as a percent of revenues	13.4%	19.1%	N/A	(5.7)%
Orders	\$ 818.3	\$ 534.0	\$ 284.3	53.2%
Backlog (at period-end)	\$ 3,183.0	\$ 3,682.0	\$ (499.0)	(13.6)%

(1) Revised based on change in segments described in Note 1 of the Notes to Consolidated Condensed Financial Statements.

Revenues

The increase in revenues was mainly due to:

- a 25% increase in sales of surface equipment as a result of (i) higher North American activity levels, particularly in shale gas regions, and (ii) higher shipments to international customers primarily located in the Asia Pacific and Middle East regions, and
- a 2% increase in drilling equipment sales as higher aftermarket spare parts and repair services more than offset declines in shipments of new deepwater and other related equipment for use on land rigs, shallow water platforms and for new deepwater rig construction projects.

These increases were partially offset by a 7% decline in subsea sales, primarily for projects offshore West Africa and Venezuela.

Income before income taxes as a percent of revenues

The decrease in the ratio of income before income taxes as a percent of revenues was due primarily to:

- a 6.0 percentage-point decrease in margins on subsea projects, most of which is due to a \$51.0 million adjustment during the first quarter of 2011 related to cost overruns on a large subsea project in Nigeria, and
- an increase of 2.0 percentage points in the ratio of selling and administrative expenses to revenues due mainly to (i) higher salaries, fringe benefits and other employee-related costs associated with higher headcount levels, (ii) a \$4.6 million increase in bad debt expense associated with the uncertain collection of receivables, primarily from certain international customers, including receivables arising from work previously performed in Libya that are unlikely to be collected due to sanctions imposed by the United States government during the first quarter of 2011, and (iii) the year-over-year impact of a \$3.3 million reversal in the first quarter of 2010 of certain bad debt reserves upon final collection of amounts due.

Offsetting these decreases were higher volumes of higher-margin surface equipment sales, which increased the ratio of income before income taxes as a percent of revenues by approximately 2.5 percentage points.

Orders

Orders for new drilling BOPs, riser and other related equipment, primarily for use on land and jackup rigs, as well as demand for spares, repairs and field service work, more than tripled in the first quarter of 2011 as compared to the same period last year as operators seek to upgrade or re-certify existing equipment. Other increases included:

- a 27% growth in subsea equipment orders, related primarily to projects offshore Brazil and the Gulf of Mexico, and
- a 25% increase in surface equipment orders due to increased North American activity levels resulting from higher oil prices and the impact of new shale gas opportunities, as well as strong demand from customers in South America, Africa and the Asia Pacific region.

Backlog (at period-end)

Approximately 87% of the decrease in DPS backlog from March 31, 2010 to March 31, 2011 was due to lower subsea backlog as new orders have not kept pace with sales in recent periods. The remainder of the decrease largely related to a decline in backlog for drilling equipment, partially offset by a nearly 11% increase in surface equipment backlog.

V&M Segment –

(\$ in millions)	Quarter Ended		Increase (Decrease)	
	2011	2010	\$	%
Revenues	\$ 339.9	\$ 299.0	\$ 40.9	13.7%
Income before income taxes	\$ 55.2	\$ 48.9	\$ 6.3	12.9%
Income before income taxes as a percent of revenues	16.2%	16.4%	N/A	(0.2)%
Orders	\$ 427.5	\$ 401.1	\$ 26.4	6.6%
Backlog (at period-end)	\$ 937.3	\$ 642.3	\$ 295.0	45.9%

Revenues

Improved market conditions in North America, the impact of businesses acquired and higher beginning-of-the year backlog levels resulted in a 37% increase in sales of distributed valves and a 21% increase in measurement equipment sales during the first quarter of 2011 as compared to the same period in 2010. Combined, these two product lines accounted for nearly 90% of the increase in V&M segment sales.

Income before income taxes as a percent of revenues

The decrease in the ratio of income before income taxes as a percent of revenues was due primarily to a 0.9 percentage-point increase in the ratio of selling and administrative costs to revenues due largely to increased employee-related costs. This was mostly offset by (i) a 0.4 percentage-point decrease in the ratio of cost of sales to revenues resulting mainly from increased volumes of higher-margin distributed product sales and (ii) a 0.4 percentage-point decrease in the ratio of depreciation and amortization expense to revenues as a result of the impact of higher revenues on relatively flat depreciation and amortization expense during the first quarter of 2011 as compared to the first quarter of 2010.

Orders

Orders increased in all product lines with process valves accounting for almost 50% of the total segment increase in the first quarter of 2011 as compared to the first quarter of 2010, due largely to higher project activity levels in the Asia Pacific region.

Backlog (at period-end)

Backlog levels for all product lines in the V&M segment were up from March 31, 2010, with nearly 85% of the increase attributable to higher levels of backlog in the engineered and process valves lines, reflecting stronger demand in recent periods in those product lines.

PCS Segment –

(\$ in millions)	Quarter Ended		Increase	
	2011	2010 ⁽¹⁾	\$	%
Revenues	\$ 295.7	\$ 227.9	\$ 67.8	29.7%
Income before income taxes	\$ 30.6	\$ 15.5	\$ 15.1	97.4%
Income before income taxes as a percent of revenues	10.3%	6.8%	N/A	3.5%
Orders	\$ 276.6	\$ 275.9	\$ 0.7	0.3%
Backlog (at period-end)	\$ 772.4	\$ 651.9	\$ 120.5	18.5%

(1) Revised based on change in segments described in Note 1 of the Notes to Consolidated Condensed Financial Statements.

Revenues

Revenues increased across all major product lines, mostly due to:

- strong international demand for high-speed packaged Superior compressors and increased domestic and international spending on replacement parts and services, resulting in a 56% increase in reciprocating compression product line sales,
- higher project activity levels, which resulted in a 23% increase in Process Systems revenues, and

- improved industrial economic conditions and demand for new plant air and engineered air units, which contributed to a 24% increase in sales of centrifugal compression products.

Income before income taxes as a percent of revenues

The increase in the ratio of income before income taxes as a percent of revenues was due primarily to:

- a 2.8 percentage-point decrease in the ratio of depreciation and amortization to revenues, due largely to certain intangible assets associated with the NATCO acquisition becoming fully amortized at the end of 2010, and
- a 2.6 percentage-point decrease in the ratio of selling and administrative costs to revenues as costs did not increase at the same rate as revenues during the period.

This was partially offset by an increase of 1.9 percentage points in the ratio of cost of sales to revenues during the first quarter of 2011, due mainly to lower project margins in the process systems business as a result of pricing pressures.

Orders

Strong demand for reciprocating and centrifugal compression products in the first quarter of 2011 as compared to the first quarter of 2010 was almost entirely offset by a decline in process systems orders as a large international order booked in the first quarter of 2010 did not repeat in the first quarter of 2011. The increase in compression product orders was due mainly to:

- improved market conditions in most major regions of the world, which contributed to a 44% increase in orders for centrifugal compression equipment, and
- higher international demand for Superior units, along with increased North American aftermarket business, which resulted in a 29% increase in reciprocating compression product line bookings in the first quarter of 2011 as compared to the same period last year.

Backlog (at period-end)

Backlog increased from March 31, 2010, due mainly to a 32% increase in centrifugal compression backlog levels resulting from strong demand in all product lines and a 51% increase in reciprocating compression backlog due largely to increased demand for new Superior compressor units and aftermarket parts and services. Process Systems backlog levels were also up 4% compared to March 31, 2010.

Corporate Segment –

The \$1.7 million increase in the loss before income taxes of the Corporate segment during the first quarter of 2011 as compared to the first quarter of 2010 (see Note 10 of the Notes to Consolidated Condensed Financial Statements) was due primarily to a benefit recognized from the Company's interest rate swaps during the first quarter of 2010 that did not repeat during the same period in 2011.

Liquidity and Capital Resources

Consolidated Condensed Statements of Cash Flows

During the first three months of 2011, net cash used for operations totaled \$326.8 million, an increase of \$211.0 million from the \$115.8 million of cash used from operations during the first three months of 2010.

Cash totaling \$507.9 million was used to increase working capital during the first three months of 2011 compared to \$290.9 million during the first three months of 2010, an increase of approximately \$217.0 million.

Most of this increase in working capital compared to the same period in 2010 was due to increased receivables and higher inventory levels, which resulted in a cash use of \$205.0 million during the first quarter of 2011 compared to a \$15.9 million addition to cash during the first three months of 2010, as receivables declined at a greater rate than the growth in inventory during the prior-year period. Over one-half of the increase in receivables during the first quarter of 2011 occurred in the Company's drilling business, largely as a result of the timing of collections, with approximately one-half of the increase in inventory occurring in the Company's subsea business, associated mainly with major project activity levels.

The \$28.0 million increase in cash used for investing activities from \$54.8 million during the first three months of 2010 to \$82.8 million during the first three months of 2011 was due mainly to higher capital spending during the three months ended March 31, 2011.

Net cash provided by financing activities totaled \$16.7 million for the first quarter of 2011, mainly resulting from cash proceeds from stock option exercises, as compared to cash used for financing activities totaling \$60.6 million in the first quarter of 2010. The Company repaid short-term debt totaling \$16.5 million and acquired treasury shares for a total cash cost of \$39.8 million during the first three months of 2010.

Future liquidity requirements

At March 31, 2011, the Company had cash and cash equivalents on hand that exceeded its third party debt by \$152.4 million.

The Company expects to spend between \$250 to \$300 million for capital equipment and facilities during 2011. The Company also has outstanding \$500.0 million face value of 2.5% Convertible Debentures due in 2026. Under the terms of the debenture agreements, holders of the Company's 2.5% Convertible Debentures could require the Company to redeem them on June 15, 2011. Accordingly, the Company has classified these debentures in the current portion of long-term debt on its Consolidated Condensed Balance Sheet at March 31, 2011. At March 31, 2011, the 2.5% Convertible Debentures met the requirements to allow for conversion by the holders of the debt. Had the holders been able to elect to convert effective March 31, 2011, the Company could have been required to issue approximately 5.4 million shares of its common stock in satisfaction of the conversion value of the debentures in excess of their principal amount (to be paid in cash), based on the closing price of the Company's common stock of \$57.10 on that date. However, under the terms of the debentures, the Company could instead elect to settle both the principal and the conversion value in excess of principal in cash rather than issuing stock for the conversion value in excess of principal.

The Company's manufacturing facility in Leeds, UK has initiated a voluntary headcount reduction program. During the second quarter of 2011, a decision will be made as to whether the voluntary program achieved the expected reductions. If not, an involuntary program may then be initiated. Costs for these programs will be recognized mainly in the second quarter of 2011 although costs for certain employees may extend through the remainder of the year.

Cash on hand and future expected operating cash flows will be utilized to fund, among other things, the remainder of the Company's 2011 capital spending program, the Leeds, UK headcount reduction programs and the redemption of the 2.5% Convertible Debentures, including the conversion value in excess of principal on the debentures, if this option for settlement is ultimately chosen.

The Company believes, based on its current financial condition, existing backlog levels and current expectations for future market conditions, that it will be able to meet its short- and longer-term liquidity needs, subject to the outcome of the contingency created by the litigation surrounding the Deepwater Horizon matter, with the existing \$1.4 billion of cash on hand, expected cash flow from future operating activities and amounts available under its \$585 million five-year multi-currency Revolving Credit Facility, which expires on April 14, 2013. At March 31, 2011, the amount available for borrowing under the Revolving Credit Facility totaled \$559.6 million.

Factors That May Affect Financial Condition and Future Results

The Deepwater Horizon matter may have a material adverse effect on the Company.

See a more complete discussion of the Deepwater Horizon incident in Note 13 of the Notes to Consolidated Condensed Financial Statements.

The Deepwater Horizon matter has and will continue to have an impact on the Company for the foreseeable future. Preparation for and participation in the litigation and investigations regarding this matter will continue to divert Company resources and management's attention, as well as that of the Company's Drilling Systems division.

The Company derives a significant portion of its revenues from deepwater activities around the world. In fact, six of the Company's eleven divisions participate in this market. New regulations imposed by the United States government on drilling activities in deepwater areas of the Gulf of Mexico, as well as similar regulations adopted in other jurisdictions where the Company and its customers do business, could affect a portion of the Company's business and may cause customers who are involved in deepwater drilling to face additional costs and regulations involving future drilling. While these regulations may decrease drilling activity, they also may require customers to purchase additional components and/or services currently available from the Company and could require the Company to develop new technologies. The Company may also be subject to future regulations regarding the development and testing of our equipment, including our blowout preventers, which may add to the manufacturing cost of such equipment. The Company may be unable to recover such additional costs through higher sales prices, which could negatively impact the Company's future profitability and cash flows. Other regions are currently considering similar regulations.

Additionally, this event may make it increasingly difficult for the industry to obtain adequate insurance on economic terms, if at all.

If our contractual indemnities are determined to be inapplicable, or the indemnitors fail or are unable to fulfill their contractual indemnity obligations, and if the damages and costs ultimately determined to be the Company's responsibility exceed our available insurance coverage, we could be liable for amounts which could have a material adverse impact on our financial condition, results of operations and cash flows.

As a designer, manufacturer, installer and servicer of oil and gas pressure control equipment, the Company may be subject to liability, personal injury, property damage and environmental contamination should such equipment fail to perform to specifications.

Cameron provides products and systems that serve customers involved in oil and gas exploration, development and production, as well as in certain industrial markets. Certain of the Company's equipment is designed to operate in high-temperature, high-pressure environments on land, on offshore platforms and on the seabed. Cameron also provides aftermarket parts and repair services at numerous facilities located around the world or at customer sites. Because of the extreme temperature and pressure environments in which certain of the Company's equipment operates, a failure of such equipment could cause damage to the equipment, damage to a customer's other property, personal injury and environmental contamination, whether onshore or offshore. In addition, improper servicing and maintenance of such equipment by Company service technicians or by other third parties can contribute to potential failures of the Company's equipment. Cameron is currently party to litigation involving personal injury, property damage and environmental contamination alleged to have been caused by failures of the Company's equipment.

In an attempt to mitigate such risks, the Company has invested in engineering and design tools and equipment to enable engineers to conduct product modeling and simulations. The Company also has a quality control program to examine materials received from third-party vendors prior to introducing such materials into the Company's own manufacturing process and tests its products prior to delivery. Additionally, the Company provides training to its service technicians and seeks to mitigate its financial risks from potential failure of its equipment by maintaining property and casualty insurance coverage, which includes coverage for sudden and accidental environmental pollution.

Downturns in the oil and gas industry have had, and will likely in the future have, a negative effect on the Company's sales and profitability.

Demand for most of the Company's products and services, and therefore its revenues, depends to a large extent upon the level of capital expenditures related to oil and gas exploration, production, development, processing and transmission. Declines, as well as anticipated declines, in oil and gas prices could negatively affect the level of these activities, or could result in the cancellation, modification or rescheduling of existing orders. As an example, the substantial decline in oil and gas prices which began during the latter half of 2008 and continued into early 2009, combined with the constricted credit markets during that time, caused reductions in orders by the Company's customers during 2009 which have, in certain cases, negatively impacted the Company's 2010 and 2011 revenues and profitability.

The inability of the Company to deliver its backlog on time could affect the Company's future sales and profitability and its relationships with its customers.

At March 31, 2011, the Company's backlog was \$4.9 billion. The ability to meet customer delivery schedules for this backlog is dependent on a number of factors including, but not limited to, access to the raw materials required for production, an adequately trained and capable workforce, project engineering expertise for large subsea projects, sufficient manufacturing plant capacity and appropriate planning and scheduling of manufacturing resources. Many of the contracts the Company enters into with its customers require long manufacturing lead times and contain penalty or incentive clauses relating to on-time delivery. A failure by the Company to deliver in accordance with customer expectations could subject the Company to financial penalties or loss of financial incentives and may result in damage to existing customer relationships. Additionally, the Company bases its earnings guidance to the financial markets on expectations regarding the timing of delivery of product currently in backlog. Failure to deliver backlog in accordance with expectations could negatively impact the Company's financial performance and thus cause adverse changes in the market price of the Company's outstanding common stock and other publicly-traded financial instruments.

A deterioration in future expected profitability or cash flows could result in an impairment of the Company's goodwill.

Total Cameron goodwill approximated \$1.5 billion at March 31, 2011, a large portion of which was allocated to the Company's Process Systems division, which includes the majority of the NATCO operations acquired in 2009. As a result, any future deterioration in expected annual profitability or annual cash flows or a deterioration of expected markets served by the Company or its Process Systems division could negatively impact the estimated fair market values of both, which, if it were to occur, could increase the likelihood of a goodwill impairment charge being required. No goodwill impairment charge was required based on the Company's annual evaluation conducted in the first quarter of 2011.

Execution of subsea systems projects exposes the Company to risks not present in its other businesses.

Cameron is a significant participant in serving the subsea systems projects market. This market is significantly different from the Company's other markets since subsea systems projects are significantly larger in scope and complexity, in terms of both technical and logistical requirements. Subsea projects (i) typically involve long lead times, (ii) typically are larger in financial scope, (iii) typically require substantial engineering resources to meet the technical requirements of the project (iv) often involve the application of existing technology to new environments and in some cases, new technology and (v) can require significant amounts of foreign country, locally manufactured content. The Company's subsea business unit received orders in the amount of \$254.3 million during the three months ended March 31, 2011. Total backlog for the subsea business unit at March 31, 2011 was approximately \$2.1 billion. To the extent the Company experiences unplanned efficiencies or difficulties in meeting the technical and/or delivery requirements of the projects, the Company's earnings or liquidity could be positively or negatively impacted. The Company accounts for its subsea projects, as well as separation and drilling projects, using accounting rules for construction-type and production-type contracts. In accordance with this guidance, the Company estimates the expected margin on these projects and recognizes this margin as units are completed. Factors that may affect future project costs and margins include the ability to properly execute the engineering and design phases consistent with our customers' expectations, production efficiencies obtained, and the availability and costs of labor, materials and subcomponents. These factors can significantly impact the accuracy of

the Company's estimates and materially impact the Company's future period earnings. If the Company experiences cost underruns or overruns, the expected margin could increase or decline. In accordance with the accounting guidance for construction-type and production-type contracts, the Company would record a cumulative adjustment to increase or reduce the margin previously recorded on the related project in the period a change in estimate is determined. For example, the Company recorded a charge of \$51.0 million during the first quarter of 2011 related to cost overruns on one of the Company's large subsea projects. Continued work stoppages, labor issues and general instability in Nigeria could create further delays in performance of this project, which would have a detrimental effect on future costs and margins. Subsea systems projects accounted for approximately 11.7% of total revenues for the three month period ended March 31, 2011. As of March 31, 2011, the Company had a subsea systems project backlog of approximately \$1.3 billion.

Fluctuations in worldwide currency markets can impact the Company's profitability.

The Company has established multiple "Centers of Excellence" facilities for manufacturing such products as subsea trees, subsea chokes, subsea production controls and BOPs. These production facilities are located in the United Kingdom, Brazil and other European and Asian countries. To the extent the Company sells these products in U.S. dollars, the Company's profitability is eroded when the U.S. dollar weakens against the British pound, the euro, the Brazilian real and certain Asian currencies, including the Singapore dollar. Alternatively, profitability is enhanced when the U.S. dollar strengthens against these same currencies.

The Company's worldwide operations expose it to economic risks and instability due to changes in economic conditions, civil unrest, foreign currency fluctuations, trade and other risks inherent to international business.

The economic risks of doing business on a worldwide basis include the following:

- volatility in general economic, social and political conditions;
- The effects of sanctions imposed by the United States government on transactions with Libya, where the Company has \$24.9 million of unfilled orders involving equipment scheduled to be delivered to Libya and has recorded a charge in the first quarter of 2011 with respect to receivables which may be uncollectible from sales made prior to the imposition of sanctions and for impairments of certain other assets related to transactions previously entered into involving Libyan customers;
- the effects of civil unrest on the Company's business operations, customers and employees, such as that currently occurring in several other countries in the Middle East;
- differing tax rates, tariffs, exchange controls or other similar restrictions;
- changes in currency rates;
- reductions in the number or capacity of qualified personnel.

Cameron has manufacturing and service operations that are essential parts of its business in developing countries and volatile areas in Africa, Latin America, Russia and other countries that were part of the Former Soviet Union, the Middle East, and Central and South East Asia. The Company also purchases a large portion of its raw materials and components from a relatively small number of foreign suppliers in developing countries. The ability of these suppliers to meet the Company's demand could be adversely affected by the factors described above.

The Company's worldwide operations expose it to political risks and uncertainties.

Doing business on a worldwide basis necessarily involves exposing the Company and its operations to political risks and the need for compliance with the laws and regulations of many jurisdictions. These laws and regulations include trade regulations, economic sanctions, restrictions on repatriation of income or capital, and various anti-bribery laws, as well as local content rules and the ever-increasing regulatory burdens being imposed on the oil and gas industry in general, all of which expose the Company to potential liability. They also include restrictions on the industry in accessing available oil and gas reserves, as was recently imposed in the U.S. Gulf of Mexico, and in drilling in environmentally sensitive areas.

Compliance with U.S. regulations on trade sanctions and embargoes poses a risk to Cameron since its business is conducted on a worldwide basis through various entities. Cameron has received a number of inquiries from U.S. governmental agencies regarding compliance with these regulations. The most recent of these inquiries was a March 25, 2009, letter from the Office of Global Security Risk of the U.S. Securities and Exchange Commission inquiring

into the status of Cameron's non-U.S. entities' withdrawal from conducting business in or with Iran, Syria and Sudan, which began in mid-2006 and has since been completed.

The Company does business and has operations in a number of developing countries that have relatively underdeveloped legal and regulatory systems when compared to more developed countries. Several of these countries are generally perceived as presenting a higher than normal risk of corruption, or as having a culture where requests for improper payments are not discouraged. Maintaining and administering an effective anti-bribery compliance program under the U.S. Foreign Corrupt Practices Act (FCPA) and similar statutes of other nations in these environments presents greater challenges to the Company than is the case in other, more developed countries. As discussed in Note 13 of the Notes to Consolidated Condensed Financial Statements, the Company has an open investigation into possible FCPA violations in connection with importation of equipment and supplies into Nigeria.

Increasingly, some of the Company's customers, particularly the national oil companies, have required a certain percentage, or an increased percentage, of local content in the products they buy directly or indirectly from the Company. This requires the Company to add to or expand manufacturing capabilities in certain countries that are presently without the necessary infrastructure or human resources in place to conduct business in a manner as typically done by Cameron. This increases the risk of untimely deliveries, cost overruns and defective products.

The Company recently underwent a Focused Assessment Audit regarding compliance with U.S. customs regulations and has also received inquiries regarding its compliance with certain such laws and regulations from several other countries.

Economic conditions around the world have resulted in decreased tax revenues for many governments, which could lead to changes in tax laws in countries where the Company does business, including the United States. Changes in tax laws could have a negative impact on the Company's future results.

The Company is subject to environmental, health and safety laws and regulations that expose the Company to potential liability.

The Company's operations are subject to a variety of national and state, provisional and local laws and regulations, including laws and regulations relating to the protection of the environment. The Company is required to invest financial and managerial resources to comply with these laws and expects to continue to do so in the future. To date, the cost of complying with governmental regulation has not been material, but the fact that such laws or regulations are frequently changed makes it impossible for the Company to predict the cost or impact of such laws and regulations on the Company's future operations. The modification of existing laws or regulations or the adoption of new laws or regulations imposing more stringent environmental restrictions could adversely affect the Company.

Enacted and proposed climate protection regulations and legislation may impact the Company's operations or those of its customers.

In December 2009, the United States Environmental Protection Agency (EPA) announced a finding under the United States Clean Air Act that greenhouse gas emissions endanger public health and welfare. The EPA also enacted regulations in September 2009, which became effective January 1, 2010, requiring monitoring and reporting by certain facilities and companies of greenhouse gas emissions. Carbon emission reporting and reduction programs have also expanded in recent years at the state, regional and national levels with certain countries having already implemented various types of cap-and-trade programs aimed at reducing carbon emissions from companies that currently emit greenhouse gases, such as electric power generators and utilities.

To the extent Cameron is subject to any of these or other similar proposed or newly enacted laws and regulations, the Company expects that its efforts to monitor, report and comply with such laws and regulations, and any related taxes imposed on companies by such programs, will increase the Company's cost of doing business in certain jurisdictions, including the United States, and may require expenditures on a number of its facilities and possibly modification of certain of its compression products, which involve use of power generation equipment, in order to lower any direct or indirect emissions of greenhouse gases from those facilities and products.

To the extent the Company's customers, particularly those involved in power generation, petrochemical processing or petroleum refining, are subject to any of these or other similar proposed or newly enacted laws and regulations, the Company is exposed to risks that the additional costs by customers to comply with such laws and regulations could impact their ability or desire to continue to operate at similar levels in certain jurisdictions as historically seen or as currently anticipated, which could negatively impact their demand for the Company's products and services.

The Company could also be impacted by new laws and regulations establishing cap-and-trade and those that might favor the increased use of non-fossil fuels, including nuclear, wind, solar and bio-fuels or that are designed to increase energy efficiency. If the proposed or newly executed laws dampen demand for oil and gas production, they could lower spending by the Company's customers for the Company's products and services.

In addition, environmental concerns have been raised regarding the potential impact on underground water supplies of a procedure known as hydraulic fracturing, which involves the pumping of water and certain chemicals under pressure into a well to break apart shale and other rock formations in order to increase the flow of oil and gas embedded in these formations to the surface for recovery. The Company provides equipment and services to companies employing this enhanced recovery technique. Should governmental regulations be imposed that restrict this practice, the Company's revenues and earnings could be negatively impacted.

Environmental Remediation

The Company's worldwide operations are subject to domestic and international regulations with regard to air, soil and water quality as well as other environmental matters. The Company, through its environmental management system and active third-party audit program, believes it is in substantial compliance with these regulations.

The Company is currently identified as a potentially responsible party (PRP) with respect to two sites designated for cleanup under the Comprehensive Environmental Response Compensation and Liability Act (CERCLA) or similar state laws. One of these sites is Osborne, Pennsylvania (a landfill into which a predecessor of the PCS operation in Grove City, Pennsylvania deposited waste), where remediation is complete and remaining costs relate to ongoing ground water treatment and monitoring. The other is believed to be a de minimis exposure. The Company is also engaged in site cleanup under the Voluntary Cleanup Plan of the Texas Commission on Environmental Quality at former manufacturing locations in Houston and Missouri City, Texas. Additionally, the Company has discontinued operations at a number of other sites which had been active for many years. The Company does not believe, based upon information currently available, that there are any material environmental liabilities existing at these locations. At March 31, 2011, the Company's consolidated balance sheet included a noncurrent liability of \$6.5 million for environmental matters.

Environmental Sustainability

The Company has pursued environmental sustainability in a number of ways. Processes are monitored in an attempt to produce the least amount of waste. None of the Company's facilities are rated above Small Quantity Generated status. All of the waste disposal firms used by the Company are carefully selected in an attempt to prevent any future Superfund involvements. Actions are taken in an attempt to minimize the generation of hazardous wastes and to minimize air emissions. None of the Company's facilities are classified as sites that generate more than minimal air emissions. Recycling of process water is a common practice. Best management practices are used in an effort to prevent contamination of soil and ground water on the Company's sites.

Under the direction of its corporate Vice President of Quality, Health, Safety and Environment, Cameron has implemented a corporate "HSE Management System" based on the principles of ISO 14001 and OHSAS 18001. The HSE Management System contains a set of corporate standards that are required to be implemented and verified by each business unit. Cameron also has developed a corporate compliance audit program to address facility compliance with environmental, health and safety laws and regulations. The compliance program utilizes independent third party auditors to audit facilities on a regular basis specific to country, region, and local legal requirements. Audit reports are circulated to the senior management of the Company and to the appropriate business unit. The compliance program requires corrective and preventative actions be taken by a facility to remedy all findings of non-compliance. Audit findings and corrective action plans are incorporated into and tracked on the corporate HSE data base.

Item 3. Quantitative and Qualitative Disclosures about Market Risk

The Company is currently exposed to market risk from changes in foreign currency rates and changes in interest rates. A discussion of the Company's market risk exposure in financial instruments follows.

Foreign Currency Exchange Rates

A large portion of the Company's operations consist of manufacturing and sales activities in foreign jurisdictions, principally in Europe, Canada, West Africa, the Middle East, Latin America and the Pacific Rim. As a result, the Company's financial performance may be affected by changes in foreign currency exchange rates in these markets. Overall, for those locations where the Company is a net receiver of local non-U.S. dollar currencies, Cameron generally benefits from a weaker U.S. dollar with respect to those currencies. Alternatively, for those locations where the Company is a net payer of local non-U.S. dollar currencies, a weaker U.S. dollar with respect to those currencies will generally have an adverse impact on the Company's financial results. The impact on the Company's financial results of gains or losses arising from foreign currency denominated transactions, if material, have been described under "Results of Operations" in this Management's Discussion and Analysis of Financial Condition and Results of Operations for the periods shown.

In order to mitigate the effect of exchange rate changes, the Company will often attempt to structure sales contracts to provide for collections from customers in the currency in which the Company incurs its manufacturing costs. In certain instances, the Company will enter into foreign currency forward contracts to hedge specific large anticipated receipts or disbursements in currencies for which the Company does not traditionally have fully offsetting local currency expenditures or receipts. The Company was party to a number of long-term foreign currency forward contracts at March 31, 2011. The purpose of the majority of these contracts was to hedge large anticipated non-functional currency cash flows on major subsea, drilling, valve or other equipment contracts involving the Company's United States operations and its wholly-owned subsidiaries in Italy, Romania, Singapore and the United Kingdom. At March 31, 2011, the Company was also party to certain foreign currency forward and foreign currency option contracts, which have not been accounted for as hedges under the accounting rules for derivatives and hedging activities, involving underlying foreign currency denominated accounts recorded on the balance sheet of its wholly-owned subsidiary in Canada or anticipated foreign currency cash flows of its wholly-owned subsidiary in Italy.

Capital Markets and Interest Rates

The Company is subject to interest rate risk on its variable-interest rate borrowings and interest rate swaps. Variable-rate debt, where the interest rate fluctuates periodically, exposes the Company's cash flows to variability due to changes with changes in market interest rates. Additionally, the fair value of the Company's fixed-rate debt changes with changes in market interest rates.

The Company manages its debt portfolio to achieve an overall desired position of fixed and floating rates and employs interest rate swaps as a tool to achieve that goal. The major risks from interest rate derivatives include changes in the interest rates affecting the fair value of such instruments, potential increases in interest expense due to market increases in floating interest rates and the creditworthiness of the counterparties in such transactions.

The fair values of the 6.375% 10-year Senior Notes and the 7.0% 30-year Senior Notes are principally dependent on prevailing interest rates. The fair value of the 2.5% Convertible Debentures is principally dependent on prevailing interest rates and the Company's current share price as it relates to the initial conversion price of the instrument.

The Company has various other long-term debt instruments, but believes that the impact of changes in interest rates in the near term will not be material to these instruments.

At March 31, 2011, the Company was a party to three interest rate swaps which effectively reduce the Company's rate on \$400 million of its 6.375% fixed rate borrowings to an effective fixed interest rate of approximately 5.49% through January 15, 2012, the maturity date of all three swaps. Each of the swaps provide for semiannual interest payments and receipts each January 15 and July 15 and provide for resets of the 3-month LIBOR rate to the then existing rate each January 15, April 15, July 15 and October 15. At March 31, 2011, the fair

value of the interest rate swaps was reflected on the Company's consolidated balance sheet as an asset with the change in the fair value of the swaps reflected as an adjustment to the Company's consolidated interest expense.

The Company is subject to refinancing risk on the \$500.0 million principal amount of its 2.5% Convertible Debentures that have been classified in the current portion of long-term debt on its Consolidated Condensed Balance Sheet at March 31, 2011. If the holders of the 2.5% Convertible Debentures put the debentures back to Company on June 15, 2011 as allowed under the terms of the debentures, and if the Company chooses to refinance the repayment of these debentures in whole or in part in the capital markets, prevailing interest rates at that time could have an impact on the Company's liquidity and future interest costs.

Item 4. Controls and Procedures

In accordance with Exchange Act Rules 13a-15 and 15d-15, the Company carried out an evaluation, under the supervision and with the participation of the Company's Disclosure Committee and the Company's management, including the Chief Executive Officer and the Chief Financial Officer, of the effectiveness of the design and operation of the Company's disclosure controls and procedures, as of the end of the period covered by this report. Based upon that evaluation, the Chief Executive Officer and the Chief Financial Officer concluded that the Company's disclosure controls and procedures were effective as of March 31, 2011 to ensure that information required to be disclosed by the Company that it files or submits under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms and that information required to be disclosed in the reports that the Company files or submits under the Exchange Act is accumulated and communicated to the Company's management, including its Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure. There were no material changes in the Company's internal control over financial reporting during the quarter ended March 31, 2011.

PART II — OTHER INFORMATION

Item 1. Legal Proceedings

Deepwater Horizon Matter

As described further in Note 13 of the Notes to Consolidated Condensed Financial Statements, claims for personal injury, wrongful death and property damage arising from the Deepwater Horizon incident have been and will continue to be asserted against the Company. Additionally, claims for pollution and other economic damages, including business interruption and loss of revenue, have been, and we anticipate will continue to be, asserted against all parties associated with this incident, including the Company, BP plc and certain of its subsidiaries, the operator of Mississippi Canyon Block 252 upon which the Macondo well was being drilled, Transocean Ltd. and certain of its affiliates, the rig owner and operator, as well as other equipment and service companies. The Company has been named as one of several defendants in over 350 suits filed and presently pending in a variety of Federal and State courts, a number of which have been filed as class actions or multi-plaintiff actions. Other defendants including BP plc, Transocean and Halliburton have asserted cross-claims against us as we have asserted such claims against them. Most of the suits pending and presently pending in Federal courts have been consolidated into a single proceeding before a single Federal judge under the Federal rules governing multi-district litigation. The consolidated case is styled *In Re: Oil Spill by the Oil Rig "Deepwater Horizon" in the Gulf of Mexico on April 20, 2010*, MDL Docket No. 2179. There are also a small number of cases filed and presently pending in state courts. The States of Alabama and Louisiana have brought a claim for destruction of and/or harm to natural resources against those associated with this incident, including Cameron, in *State of Alabama, ex. rel. Troy King, Attorney General vs. Transocean Ltd., et. al., Cause No. 2:10cv00691, U.S. Dist. Ct., M.D. Ala., and State of Louisiana vs. BP Exploration & Production, Inc., et. al. MDL No. 2179*, as have a number of other local governmental entities and 3 Mexican states. It is possible other such claims may be asserted against the Company by the United States Government (USG) and by other Gulf and/or East Coast States, whose Attorneys General have notified the Company to preserve documents in the event of a claim, and possibly by other parties. The USG has brought suit against BP and certain other parties associated with this incident for recovery under statutes such as the Oil Pollution Act of 1990 (OPA) and the Clean Water Act, which suit has been made part of the MDL proceedings. While the Company was not named as a defendant in this suit by the USG, BP has brought a third-party complaint for contribution under OPA against several parties associated with this incident which were not named by the USG, including the Company.

The Company has retained counsel and is, along with counsel, actively participating in the investigation into this matter and the litigation, and its attendant discovery, arising out of this matter. Our counsel are currently evaluating the theories of recovery being relied on by the claimants and cross-claimants and the damages they are asserting as well as our defenses, both factual and legal. Through March 31, 2011, the Company had incurred and expensed legal fees of \$20.8 million, including \$8.3 million during the first quarter of 2011. The Company has not accrued any amounts relating to this matter because we do not believe at the present time a loss is probable.

Item 1A. Risk Factors

The information set forth under the caption “Factors That May Affect Financial Condition and Future Results” on pages 24 – 28 of this Quarterly Report on Form 10-Q is incorporated herein by reference.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

Under a resolution adopted by the Board of Directors on February 21, 2008, the Company is authorized to purchase up to 30,000,000 shares of its Common Stock. Additionally, on May 22, 2006, the Company’s Board of Directors approved repurchasing shares of the Company’s common stock with the proceeds remaining from the Company’s 2.5% Convertible Debenture offering, after taking into account a planned repayment of \$200,000,000 principal amount of the Company’s outstanding 2.65% senior notes due 2007. This authorization is in addition to the 30,000,000 shares described above.

Purchases pursuant to the 30,000,000-share Board authorization may be made by way of open market purchases, directly or indirectly, for the Company’s own account or through commercial banks or financial institutions and by the use of derivatives such as a sale or put on the Company’s common stock or by forward or economically equivalent transactions. Shares of common stock purchased and placed in treasury during the three-month period ended March 31, 2011 under the Board’s two authorization programs described above are as follows:

Period	Total number of shares purchased	Average price paid per share	Total number of shares purchased as part of all repurchase programs	Maximum number of shares that may yet be purchased under all repurchase programs
1/1/11 – 1/31/11	-	\$ -	29,658,873	2,995,897
2/1/11 – 2/28/11	-	\$ -	29,658,873	2,995,897
3/1/11 – 3/31/11	-	\$ -	29,658,873	2,995,897
Total	-	\$ -	29,658,873	2,995,897

Item 3. Defaults Upon Senior Securities

None

Item 4. Removed and Reserved

N/A

Item 5. Other Information

(a) Information Not Previously Reported in a Report on Form 8-K

None

(b) Material Changes to the Procedures by Which Security Holders May Recommend Board Nominees.

There have been no material changes to the procedures enumerated in the Company’s definitive proxy statement filed on Schedule 14A with the Securities and Exchange Commission on March 24, 2011 with respect to the procedures by which security holders may recommend nominees to the Company’s Board of Directors.

Item 6. Exhibits

Exhibit 31.1 –

Certification

Exhibit 31.2 –

Certification

Exhibit 32.1 –

Certification of the CEO and CFO Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

Exhibit 101.INS –

XBRL Instance Document

Exhibit 101.SCH –

XBRL Taxonomy Extension Schema Document

Exhibit 101. CAL –

XBRL Taxonomy Extension Calculation Linkbase Document

Exhibit 101.DEF

XBRL Taxonomy Extension Definition Linkbase Document

Exhibit 101.LAB –

XBRL Taxonomy Extension Label Linkbase Document

Exhibit 101.PRE –

XBRL Taxonomy Extension Presentation Linkbase Document

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Date: May 5, 2011

CAMERON INTERNATIONAL CORPORATION

(Registrant)

By: /s/ Charles M. Sledge
Charles M. Sledge
Senior Vice President and Chief Financial Officer
and authorized to sign on behalf of the Registrant

EXHIBIT INDEX

Exhibit Number	Description
31.1	Certification
31.2	Certification
32.1	Certification of the CEO and CFO Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema Document
101.CAL	XBRL Extension Calculation Linkbase Document
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	XBRL Taxonomy Extension Label Linkbase Document
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document