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| <b>Form 5500</b><br><br>Department of the Treasury<br>Internal Revenue Service<br><br>Department of Labor<br>Employee Benefits Security<br>Administration<br><br>Pension Benefit Guaranty Corporation | <b>Annual Return/Report of Employee Benefit Plan</b><br><br>This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code).<br><br><b>► Complete all entries in accordance with the instructions to the Form 5500.</b> | OMB Nos. 1210-0110<br>1210-0089               |
|                                                                                                                                                                                                       |                                                                                                                                                                                                                                                                                                                                                                                                    | <b>2012</b>                                   |
|                                                                                                                                                                                                       |                                                                                                                                                                                                                                                                                                                                                                                                    | <b>This Form is Open to Public Inspection</b> |

|                                                                                                          |                                                                                                                                                                                                                                           |
|----------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Part I</b>                                                                                            | <b>Annual Report Identification Information</b>                                                                                                                                                                                           |
| For calendar plan year 2012 or fiscal plan year beginning <u>01/01/2012</u> and ending <u>12/31/2012</u> |                                                                                                                                                                                                                                           |
| <b>A</b> This return/report is for:                                                                      | <input type="checkbox"/> a multiemployer plan; <input type="checkbox"/> a multiple-employer plan; or<br><input checked="" type="checkbox"/> a single-employer plan; <input type="checkbox"/> a DFE (specify) ____                         |
| <b>B</b> This return/report is:                                                                          | <input type="checkbox"/> the first return/report; <input type="checkbox"/> the final return/report;<br><input type="checkbox"/> an amended return/report; <input type="checkbox"/> a short plan year return/report (less than 12 months). |
| <b>C</b> If the plan is a collectively-bargained plan, check here. . . . .                               | <input type="checkbox"/>                                                                                                                                                                                                                  |
| <b>D</b> Check box if filing under:                                                                      | <input checked="" type="checkbox"/> Form 5558; <input type="checkbox"/> automatic extension; <input type="checkbox"/> the DFVC program;<br><input type="checkbox"/> special extension (enter description)                                 |

|                                                                                                                                                                                                                                              |                                                                                                                                                                                                                                                                                                       |                                                |                   |                                      |                     |                                            |               |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------|-------------------|--------------------------------------|---------------------|--------------------------------------------|---------------|
| <b>Part II</b>                                                                                                                                                                                                                               | <b>Basic Plan Information</b> —enter all requested information                                                                                                                                                                                                                                        |                                                |                   |                                      |                     |                                            |               |
| <b>1a</b> Name of plan<br><u>CAMERON INTERNATIONAL CORPORATION RETIREMENT SAVINGS PLAN</u>                                                                                                                                                   | <table border="1"> <tr> <td><b>1b</b> Three-digit plan number (PN) ►</td> <td><u>003</u></td> </tr> <tr> <td><b>1c</b> Effective date of plan</td> <td><u>04/01/1995</u></td> </tr> </table>                                                                                                          | <b>1b</b> Three-digit plan number (PN) ►       | <u>003</u>        | <b>1c</b> Effective date of plan     | <u>04/01/1995</u>   |                                            |               |
| <b>1b</b> Three-digit plan number (PN) ►                                                                                                                                                                                                     | <u>003</u>                                                                                                                                                                                                                                                                                            |                                                |                   |                                      |                     |                                            |               |
| <b>1c</b> Effective date of plan                                                                                                                                                                                                             | <u>04/01/1995</u>                                                                                                                                                                                                                                                                                     |                                                |                   |                                      |                     |                                            |               |
| <b>2a</b> Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan)<br><br><u>CAMERON INTERNATIONAL CORPORATION</u><br><br><u>1333 WEST LOOP SOUTH, SUITE 1700</u><br><u>HOUSTON, TX 77027</u> | <table border="1"> <tr> <td><b>2b</b> Employer Identification Number (EIN)</td> <td><u>76-0451843</u></td> </tr> <tr> <td><b>2c</b> Sponsor's telephone number</td> <td><u>713-300-8706</u></td> </tr> <tr> <td><b>2d</b> Business code (see instructions)</td> <td><u>333610</u></td> </tr> </table> | <b>2b</b> Employer Identification Number (EIN) | <u>76-0451843</u> | <b>2c</b> Sponsor's telephone number | <u>713-300-8706</u> | <b>2d</b> Business code (see instructions) | <u>333610</u> |
| <b>2b</b> Employer Identification Number (EIN)                                                                                                                                                                                               | <u>76-0451843</u>                                                                                                                                                                                                                                                                                     |                                                |                   |                                      |                     |                                            |               |
| <b>2c</b> Sponsor's telephone number                                                                                                                                                                                                         | <u>713-300-8706</u>                                                                                                                                                                                                                                                                                   |                                                |                   |                                      |                     |                                            |               |
| <b>2d</b> Business code (see instructions)                                                                                                                                                                                                   | <u>333610</u>                                                                                                                                                                                                                                                                                         |                                                |                   |                                      |                     |                                            |               |

**Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.**

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

|                                                                                                                                                                                                                            |                                                          |                   |                                                               |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------|---------------------------------------------------------------|
| <b>SIGN HERE</b>                                                                                                                                                                                                           | <u>Filed with authorized/valid electronic signature.</u> | <u>08/27/2013</u> | <u>JUDY BIRCHER</u>                                           |
|                                                                                                                                                                                                                            | <b>Signature of plan administrator</b>                   | Date              | Enter name of individual signing as plan administrator        |
| <b>SIGN HERE</b>                                                                                                                                                                                                           | <u>Filed with authorized/valid electronic signature.</u> | <u>08/27/2013</u> | <u>JUDY BIRCHER</u>                                           |
|                                                                                                                                                                                                                            | <b>Signature of employer/plan sponsor</b>                | Date              | Enter name of individual signing as employer or plan sponsor  |
| <b>SIGN HERE</b>                                                                                                                                                                                                           |                                                          |                   |                                                               |
|                                                                                                                                                                                                                            | <b>Signature of DFE</b>                                  | Date              | Enter name of individual signing as DFE                       |
| Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)<br><u>RONALD ARCULEO</u><br><u>DELOITTE TAX LLP</u><br><u>1700 MARKET ST.,</u><br><u>PHILADELPHIA, PA 19103</u> |                                                          |                   | Preparer's telephone number (optional)<br><u>215-246-2300</u> |

|                                                                                                                                                                                                                                                                                                                                                                                                                    |           |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>3a</b> Plan administrator's name and address <input checked="" type="checkbox"/> Same as Plan Sponsor Name <input type="checkbox"/> Same as Plan Sponsor Address                                                                                                                                                                                                                                                |           | <b>3b</b> Administrator's EIN                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
|                                                                                                                                                                                                                                                                                                                                                                                                                    |           | <b>3c</b> Administrator's telephone number                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |
|                                                                                                                                                                                                                                                                                                                                                                                                                    |           |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
| <b>4</b> If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:<br><b>a</b> Sponsor's name                                                                                                                                                                                                  |           | <b>4b</b> EIN<br><br><b>4c</b> PN                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |
| <b>5</b> Total number of participants at the beginning of the plan year                                                                                                                                                                                                                                                                                                                                            |           | <b>5</b> 12469                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
| <b>6</b> Number of participants as of the end of the plan year (welfare plans complete only lines <b>6a</b> , <b>6b</b> , <b>6c</b> , and <b>6d</b> ).                                                                                                                                                                                                                                                             |           |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
| <b>a</b> Active participants.....                                                                                                                                                                                                                                                                                                                                                                                  | <b>6a</b> | 11453                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |
| <b>b</b> Retired or separated participants receiving benefits.....                                                                                                                                                                                                                                                                                                                                                 | <b>6b</b> | 0                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |
| <b>c</b> Other retired or separated participants entitled to future benefits.....                                                                                                                                                                                                                                                                                                                                  | <b>6c</b> | 2598                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
| <b>d</b> Subtotal. Add lines <b>6a</b> , <b>6b</b> , and <b>6c</b> .....                                                                                                                                                                                                                                                                                                                                           | <b>6d</b> | 14051                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |
| <b>e</b> Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....                                                                                                                                                                                                                                                                                                          | <b>6e</b> | 16                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
| <b>f</b> Total. Add lines <b>6d</b> and <b>6e</b> .....                                                                                                                                                                                                                                                                                                                                                            | <b>6f</b> | 14067                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |
| <b>g</b> Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....                                                                                                                                                                                                                                                                     | <b>6g</b> | 13740                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |
| <b>h</b> Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....                                                                                                                                                                                                                                                                         | <b>6h</b> | 1011                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
| <b>7</b> Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item) .....                                                                                                                                                                                                                                                                               |           | <b>7</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |
| <b>8a</b> If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:<br>2E 2F 2H 2J 2K 2O 2T                                                                                                                                                                                                                               |           |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
| <b>b</b> If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:                                                                                                                                                                                                                                                        |           |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
| <b>9a</b> Plan funding arrangement (check all that apply)<br>(1) <input type="checkbox"/> Insurance<br>(2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts<br>(3) <input checked="" type="checkbox"/> Trust<br>(4) <input type="checkbox"/> General assets of the sponsor                                                                                                                      |           | <b>9b</b> Plan benefit arrangement (check all that apply)<br>(1) <input type="checkbox"/> Insurance<br>(2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts<br>(3) <input checked="" type="checkbox"/> Trust<br>(4) <input type="checkbox"/> General assets of the sponsor                                                                                                                                                                                                                |
| <b>10</b> Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)                                                                                                                                                                                                                                                  |           |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
| <b>a Pension Schedules</b><br>(1) <input checked="" type="checkbox"/> <b>R</b> (Retirement Plan Information)<br>(2) <input type="checkbox"/> <b>MB</b> (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary<br>(3) <input type="checkbox"/> <b>SB</b> (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary |           | <b>b General Schedules</b><br>(1) <input checked="" type="checkbox"/> <b>H</b> (Financial Information)<br>(2) <input type="checkbox"/> <b>I</b> (Financial Information – Small Plan)<br>(3) <input type="checkbox"/> <b>A</b> (Insurance Information)<br>(4) <input checked="" type="checkbox"/> <b>C</b> (Service Provider Information)<br>(5) <input checked="" type="checkbox"/> <b>D</b> (DFE/Participating Plan Information)<br>(6) <input type="checkbox"/> <b>G</b> (Financial Transaction Schedules) |

|                                                                                                                                                                                                               |                                                                                                                                                                                                                |                                                |
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| <b>SCHEDULE C</b><br><b>(Form 5500)</b><br>Department of the Treasury<br>Internal Revenue Service<br>Department of Labor<br>Employee Benefits Security Administration<br>Pension Benefit Guaranty Corporation | <b>Service Provider Information</b><br>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).<br>▶ <b>File as an attachment to Form 5500.</b> | OMB No. 1210-0110                              |
|                                                                                                                                                                                                               |                                                                                                                                                                                                                | <b>2012</b>                                    |
|                                                                                                                                                                                                               |                                                                                                                                                                                                                | <b>This Form is Open to Public Inspection.</b> |

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

|                                                                                                           |                                                                    |
|-----------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------|
| <b>A</b> Name of plan<br><u>CAMERON INTERNATIONAL CORPORATION RETIREMENT SAVINGS PLAN</u>                 | <b>B</b> Three-digit plan number (PN) ▶ <u>003</u>                 |
| <b>C</b> Plan sponsor's name as shown on line 2a of Form 5500<br><u>CAMERON INTERNATIONAL CORPORATION</u> | <b>D</b> Employer Identification Number (EIN)<br><u>76-0451843</u> |

**Part I Service Provider Information (see instructions)**

You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

**1 Information on Persons Receiving Only Eligible Indirect Compensation**

- a** Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions)..... ☒ Yes ☐ No
- b** If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

**(b)** Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

AMERICAN CENTURY PO BOX 419200  
KANSAS CITY, MO 64141

**(b)** Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation

AMERICAN FUNDS PO BOX 6007  
INDIANAPOLIS, IN 46206

**(b)** Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

DIMENSIONAL FUND ADVISORS 6300 BEE CAVE ROAD  
BUILDING ONE  
AUSTIN, TX 78746

**(b)** Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

INVESCO INVESTMENT SERVICES INC PO BOX 219078  
KANSAS CITY, MO 64121

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**(b)** Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

---

VANGUARD

PO BOX 1110  
VALLEY FORGE, PA 19482

---

**(b)** Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

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PIMCO FUNDS

840 NEWPORT CENTER DRIVE  
SUITE 300  
NEWPORT BEACH, CA 92660

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**(b)** Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

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**(b)** Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

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**(b)** Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

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**(b)** Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

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**(b)** Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

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**2. Information on Other Service Providers Receiving Direct or Indirect Compensation.** Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

**(a)** Enter name and EIN or address (see instructions)

T ROWE PRICE RPS INC

100 EAST PRATT STREET  
BALTIMORE, MD 21202

| (b)<br>Service Code(s)                             | (c)<br>Relationship to employer, employee organization, or person known to be a party-in-interest | (d)<br>Enter direct compensation paid by the plan. If none, enter -0-. | (e)<br>Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f)<br>Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | (g)<br>Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | (h)<br>Did the service provider give you a formula instead of an amount or estimated amount? |
|----------------------------------------------------|---------------------------------------------------------------------------------------------------|------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------|
| 15 21 25 28<br>37 38 49 50<br>52 57 59 62<br>64 65 | NONE                                                                                              | 856555                                                                 | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                                  | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                                       |                                                                                                                                                                                 | Yes <input type="checkbox"/> No <input type="checkbox"/>                                     |

**(a)** Enter name and EIN or address (see instructions)

INVESCO

22069 NETWORK PLACE  
CHICAGO, IL 60673

| (b)<br>Service Code(s) | (c)<br>Relationship to employer, employee organization, or person known to be a party-in-interest | (d)<br>Enter direct compensation paid by the plan. If none, enter -0-. | (e)<br>Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f)<br>Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | (g)<br>Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | (h)<br>Did the service provider give you a formula instead of an amount or estimated amount? |
|------------------------|---------------------------------------------------------------------------------------------------|------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------|
| 26 27 50               | NONE                                                                                              | 147936                                                                 | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                                  | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                                       |                                                                                                                                                                                 | Yes <input type="checkbox"/> No <input type="checkbox"/>                                     |

**(a)** Enter name and EIN or address (see instructions)

CAPTRUST FINANCIAL PARTNERS LLC

PO BOX 536850  
ATLANTA, GA 30353

| (b)<br>Service Code(s) | (c)<br>Relationship to employer, employee organization, or person known to be a party-in-interest | (d)<br>Enter direct compensation paid by the plan. If none, enter -0-. | (e)<br>Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f)<br>Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | (g)<br>Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | (h)<br>Did the service provider give you a formula instead of an amount or estimated amount? |
|------------------------|---------------------------------------------------------------------------------------------------|------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------|
| 29 50                  | NONE                                                                                              | 72815                                                                  | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                                  | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                                       |                                                                                                                                                                                 | Yes <input type="checkbox"/> No <input type="checkbox"/>                                     |

**2. Information on Other Service Providers Receiving Direct or Indirect Compensation.** Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

**(a)** Enter name and EIN or address (see instructions)

JELLYVISION LAB INC

848 EASTMAN ST  
SUITE 104  
CHICAGO, IL 60642

| (b)<br>Service Code(s) | (c)<br>Relationship to employer, employee organization, or person known to be a party-in-interest | (d)<br>Enter direct compensation paid by the plan. If none, enter -0-. | (e)<br>Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f)<br>Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | (g)<br>Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | (h)<br>Did the service provider give you a formula instead of an amount or estimated amount? |
|------------------------|---------------------------------------------------------------------------------------------------|------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------|
| 16 17 50               | NONE                                                                                              | 22564                                                                  | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                                  | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                                       |                                                                                                                                                                                 | Yes <input type="checkbox"/> No <input type="checkbox"/>                                     |

**(a)** Enter name and EIN or address (see instructions)

FISHER &amp; PHILLIPS LLP

1075 PEACHTREE STREET NE  
SUITE 3500  
ATLANTA, GA 30309

| (b)<br>Service Code(s) | (c)<br>Relationship to employer, employee organization, or person known to be a party-in-interest | (d)<br>Enter direct compensation paid by the plan. If none, enter -0-. | (e)<br>Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f)<br>Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | (g)<br>Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | (h)<br>Did the service provider give you a formula instead of an amount or estimated amount? |
|------------------------|---------------------------------------------------------------------------------------------------|------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------|
| 29 50                  | NONE                                                                                              | 19934                                                                  | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                                  | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                                       |                                                                                                                                                                                 | Yes <input type="checkbox"/> No <input type="checkbox"/>                                     |

**(a)** Enter name and EIN or address (see instructions)

QDRO CONSULTANTS COMPANY LLC

3071 PEARL ROAD  
MEDINA, OH 44256

| (b)<br>Service Code(s) | (c)<br>Relationship to employer, employee organization, or person known to be a party-in-interest | (d)<br>Enter direct compensation paid by the plan. If none, enter -0-. | (e)<br>Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f)<br>Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | (g)<br>Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | (h)<br>Did the service provider give you a formula instead of an amount or estimated amount? |
|------------------------|---------------------------------------------------------------------------------------------------|------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------|
| 16 17 50               | NONE                                                                                              | 9900                                                                   | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                                  | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                                       |                                                                                                                                                                                 | Yes <input type="checkbox"/> No <input type="checkbox"/>                                     |

**2. Information on Other Service Providers Receiving Direct or Indirect Compensation.** Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

**(a)** Enter name and EIN or address (see instructions)

MFR PC

DEPARTMENT #360  
PO BOX 2105  
HOUSTON, TX 77253

| (b)<br>Service<br>Code(s) | (c)<br>Relationship to<br>employer, employee<br>organization, or<br>person known to be<br>a party-in-interest | (d)<br>Enter direct<br>compensation paid<br>by the plan. If none,<br>enter -0-. | (e)<br>Did service provider<br>receive indirect<br>compensation? (sources<br>other than plan or plan<br>sponsor) | (f)<br>Did indirect compensation<br>include eligible indirect<br>compensation, for which the<br>plan received the required<br>disclosures? | (g)<br>Enter total indirect<br>compensation received by<br>service provider excluding<br>eligible indirect<br>compensation for which you<br>answered "Yes" to element<br>(f). If none, enter -0-. | (h)<br>Did the service<br>provider give you a<br>formula instead of<br>an amount or<br>estimated amount? |
|---------------------------|---------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------|
| 10 50                     | NONE                                                                                                          | 9600                                                                            | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                                              | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                                                   |                                                                                                                                                                                                   | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                 |

**(a)** Enter name and EIN or address (see instructions)

FIDELITY

PO BOX 770002  
CINCINNATI, OH 45277

| (b)<br>Service<br>Code(s) | (c)<br>Relationship to<br>employer, employee<br>organization, or<br>person known to be<br>a party-in-interest | (d)<br>Enter direct<br>compensation paid<br>by the plan. If none,<br>enter -0-. | (e)<br>Did service provider<br>receive indirect<br>compensation? (sources<br>other than plan or plan<br>sponsor) | (f)<br>Did indirect compensation<br>include eligible indirect<br>compensation, for which the<br>plan received the required<br>disclosures? | (g)<br>Enter total indirect<br>compensation received by<br>service provider excluding<br>eligible indirect<br>compensation for which you<br>answered "Yes" to element<br>(f). If none, enter -0-. | (h)<br>Did the service<br>provider give you a<br>formula instead of<br>an amount or<br>estimated amount? |
|---------------------------|---------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------|
| 28 59                     | NONE                                                                                                          | 0                                                                               | Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>                                              | Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>                                                                        | 0                                                                                                                                                                                                 | Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>                                      |

**(a)** Enter name and EIN or address (see instructions)

| (b)<br>Service<br>Code(s) | (c)<br>Relationship to<br>employer, employee<br>organization, or<br>person known to be<br>a party-in-interest | (d)<br>Enter direct<br>compensation paid<br>by the plan. If none,<br>enter -0-. | (e)<br>Did service provider<br>receive indirect<br>compensation? (sources<br>other than plan or plan<br>sponsor) | (f)<br>Did indirect compensation<br>include eligible indirect<br>compensation, for which the<br>plan received the required<br>disclosures? | (g)<br>Enter total indirect<br>compensation received by<br>service provider excluding<br>eligible indirect<br>compensation for which you<br>answered "Yes" to element<br>(f). If none, enter -0-. | (h)<br>Did the service<br>provider give you a<br>formula instead of<br>an amount or<br>estimated amount? |
|---------------------------|---------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------|
|                           |                                                                                                               |                                                                                 | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                         | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                                                   |                                                                                                                                                                                                   | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                 |

**Part I Service Provider Information (continued)**

**3** If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

| (a) Enter service provider name as it appears on line 2             | (b) Service Codes<br>(see instructions)                                                                                                                            | (c) Enter amount of indirect compensation |
|---------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------|
|                                                                     |                                                                                                                                                                    |                                           |
| (d) Enter name and EIN (address) of source of indirect compensation | (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |                                           |
|                                                                     |                                                                                                                                                                    |                                           |

  

| (a) Enter service provider name as it appears on line 2             | (b) Service Codes<br>(see instructions)                                                                                                                            | (c) Enter amount of indirect compensation |
|---------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------|
|                                                                     |                                                                                                                                                                    |                                           |
| (d) Enter name and EIN (address) of source of indirect compensation | (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |                                           |
|                                                                     |                                                                                                                                                                    |                                           |

  

| (a) Enter service provider name as it appears on line 2             | (b) Service Codes<br>(see instructions)                                                                                                                            | (c) Enter amount of indirect compensation |
|---------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------|
|                                                                     |                                                                                                                                                                    |                                           |
| (d) Enter name and EIN (address) of source of indirect compensation | (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |                                           |
|                                                                     |                                                                                                                                                                    |                                           |

**Part II Service Providers Who Fail or Refuse to Provide Information**

**4** Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

| (a) Enter name and EIN or address of service provider (see instructions) | (b) Nature of Service Code(s) | (c) Describe the information that the service provider failed or refused to provide |
|--------------------------------------------------------------------------|-------------------------------|-------------------------------------------------------------------------------------|
|                                                                          |                               |                                                                                     |
| (a) Enter name and EIN or address of service provider (see instructions) | (b) Nature of Service Code(s) | (c) Describe the information that the service provider failed or refused to provide |
|                                                                          |                               |                                                                                     |
| (a) Enter name and EIN or address of service provider (see instructions) | (b) Nature of Service Code(s) | (c) Describe the information that the service provider failed or refused to provide |
|                                                                          |                               |                                                                                     |
| (a) Enter name and EIN or address of service provider (see instructions) | (b) Nature of Service Code(s) | (c) Describe the information that the service provider failed or refused to provide |
|                                                                          |                               |                                                                                     |
| (a) Enter name and EIN or address of service provider (see instructions) | (b) Nature of Service Code(s) | (c) Describe the information that the service provider failed or refused to provide |
|                                                                          |                               |                                                                                     |
| (a) Enter name and EIN or address of service provider (see instructions) | (b) Nature of Service Code(s) | (c) Describe the information that the service provider failed or refused to provide |
|                                                                          |                               |                                                                                     |

**Part III** **Termination Information on Accountants and Enrolled Actuaries (see instructions)**  
(complete as many entries as needed)

|                                                   |                                  |
|---------------------------------------------------|----------------------------------|
| <b>a</b> Name: MFR, P.C.                          | <b>b</b> EIN: 76-0236814         |
| <b>c</b> Position: ACCOUNTANT                     |                                  |
| <b>d</b> Address: 1 RIVERWAY<br>HOUSTON, TX 77056 | <b>e</b> Telephone: 713-622-1120 |
|                                                   |                                  |

Explanation: MFR, P.C. WAS ACQUIRED BY DOEREN MAYHEW IN 2012

|                    |                     |
|--------------------|---------------------|
| <b>a</b> Name:     | <b>b</b> EIN:       |
| <b>c</b> Position: |                     |
| <b>d</b> Address:  | <b>e</b> Telephone: |
|                    |                     |

Explanation:

|                    |                     |
|--------------------|---------------------|
| <b>a</b> Name:     | <b>b</b> EIN:       |
| <b>c</b> Position: |                     |
| <b>d</b> Address:  | <b>e</b> Telephone: |
|                    |                     |

Explanation:

|                    |                     |
|--------------------|---------------------|
| <b>a</b> Name:     | <b>b</b> EIN:       |
| <b>c</b> Position: |                     |
| <b>d</b> Address:  | <b>e</b> Telephone: |
|                    |                     |

Explanation:

|                    |                     |
|--------------------|---------------------|
| <b>a</b> Name:     | <b>b</b> EIN:       |
| <b>c</b> Position: |                     |
| <b>d</b> Address:  | <b>e</b> Telephone: |
|                    |                     |

Explanation:

|                                                                                                                                                                                                               |                                                                                                                                                                                                                              |                                                                                            |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------|
| <b>SCHEDULE D</b><br><b>(Form 5500)</b><br><br><small>Department of the Treasury<br/>Internal Revenue Service</small><br><br><small>Department of Labor<br/>Employee Benefits Security Administration</small> | <b>DFE/Participating Plan Information</b><br><br>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).<br><br><b>► File as an attachment to Form 5500.</b> | OMB No. 1210-0110<br><br><b>2012</b><br><br><b>This Form is Open to Public Inspection.</b> |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------|

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

|                                                                                                                  |                                                                            |            |
|------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------|------------|
| <b>A</b> Name of plan<br><u>CAMERON INTERNATIONAL CORPORATION RETIREMENT SAVINGS PLAN</u>                        | <b>B</b> Three-digit plan number (PN) <span style="float: right;">►</span> | <u>003</u> |
| <b>C</b> Plan or DFE sponsor's name as shown on line 2a of Form 5500<br><u>CAMERON INTERNATIONAL CORPORATION</u> | <b>D</b> Employer Identification Number (EIN)<br><u>76-0451843</u>         |            |

|               |                                                                                                                                                                                  |
|---------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Part I</b> | <b>Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)</b><br>(Complete as many entries as needed to report all interests in DFEs) |
|---------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

**a** Name of MTIA, CCT, PSA, or 103-12 IE: CAMERON INTERNATIONAL MASTER TRUST

**b** Name of sponsor of entity listed in (a): CAMERON INTERNATIONAL CORPORATION

|                                       |                               |                                                                                                                       |
|---------------------------------------|-------------------------------|-----------------------------------------------------------------------------------------------------------------------|
| <b>c</b> EIN-PN <u>76-0451843-017</u> | <b>d</b> Entity code <u>M</u> | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>1089529084</u> |
|---------------------------------------|-------------------------------|-----------------------------------------------------------------------------------------------------------------------|

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

|                 |                      |                                                                                                     |
|-----------------|----------------------|-----------------------------------------------------------------------------------------------------|
| <b>c</b> EIN-PN | <b>d</b> Entity code | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|-----------------|----------------------|-----------------------------------------------------------------------------------------------------|

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

|                 |                      |                                                                                                     |
|-----------------|----------------------|-----------------------------------------------------------------------------------------------------|
| <b>c</b> EIN-PN | <b>d</b> Entity code | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|-----------------|----------------------|-----------------------------------------------------------------------------------------------------|

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

|                 |                      |                                                                                                     |
|-----------------|----------------------|-----------------------------------------------------------------------------------------------------|
| <b>c</b> EIN-PN | <b>d</b> Entity code | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|-----------------|----------------------|-----------------------------------------------------------------------------------------------------|

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

|                 |                      |                                                                                                     |
|-----------------|----------------------|-----------------------------------------------------------------------------------------------------|
| <b>c</b> EIN-PN | <b>d</b> Entity code | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|-----------------|----------------------|-----------------------------------------------------------------------------------------------------|

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

|                 |                      |                                                                                                     |
|-----------------|----------------------|-----------------------------------------------------------------------------------------------------|
| <b>c</b> EIN-PN | <b>d</b> Entity code | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|-----------------|----------------------|-----------------------------------------------------------------------------------------------------|

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

|                 |                      |                                                                                                     |
|-----------------|----------------------|-----------------------------------------------------------------------------------------------------|
| <b>c</b> EIN-PN | <b>d</b> Entity code | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|-----------------|----------------------|-----------------------------------------------------------------------------------------------------|

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity  
code**e** Dollar value of interest in MTIA, CCT, PSA, or  
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity  
code**e** Dollar value of interest in MTIA, CCT, PSA, or  
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity  
code**e** Dollar value of interest in MTIA, CCT, PSA, or  
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity  
code**e** Dollar value of interest in MTIA, CCT, PSA, or  
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity  
code**e** Dollar value of interest in MTIA, CCT, PSA, or  
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity  
code**e** Dollar value of interest in MTIA, CCT, PSA, or  
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity  
code**e** Dollar value of interest in MTIA, CCT, PSA, or  
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity  
code**e** Dollar value of interest in MTIA, CCT, PSA, or  
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity  
code**e** Dollar value of interest in MTIA, CCT, PSA, or  
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity  
code**e** Dollar value of interest in MTIA, CCT, PSA, or  
103-12 IE at end of year (see instructions)

**Part II Information on Participating Plans (to be completed by DFEs)**

(Complete as many entries as needed to report all participating plans)

**a** Plan name**b** Name of  
plan sponsor**c** EIN-PN**a** Plan name**b** Name of  
plan sponsor**c** EIN-PN**a** Plan name**b** Name of  
plan sponsor**c** EIN-PN**a** Plan name**b** Name of  
plan sponsor**c** EIN-PN**a** Plan name**b** Name of  
plan sponsor**c** EIN-PN**a** Plan name**b** Name of  
plan sponsor**c** EIN-PN**a** Plan name**b** Name of  
plan sponsor**c** EIN-PN**a** Plan name**b** Name of  
plan sponsor**c** EIN-PN**a** Plan name**b** Name of  
plan sponsor**c** EIN-PN**a** Plan name**b** Name of  
plan sponsor**c** EIN-PN**a** Plan name**b** Name of  
plan sponsor**c** EIN-PN**a** Plan name**b** Name of  
plan sponsor**c** EIN-PN

|                                                                                                                                                                                                               |                                                                                                                                                                                                                                                                      |                                               |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------|
| <b>SCHEDULE H</b><br><b>(Form 5500)</b><br>Department of the Treasury<br>Internal Revenue Service<br>Department of Labor<br>Employee Benefits Security Administration<br>Pension Benefit Guaranty Corporation | <b>Financial Information</b><br>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code).<br><b>► File as an attachment to Form 5500.</b> | OMB No. 1210-0110                             |
|                                                                                                                                                                                                               |                                                                                                                                                                                                                                                                      | <b>2012</b>                                   |
|                                                                                                                                                                                                               |                                                                                                                                                                                                                                                                      | <b>This Form is Open to Public Inspection</b> |

|                                                                                                           |                                                                    |            |
|-----------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------|------------|
| For calendar plan year 2012 or fiscal plan year beginning <b>01/01/2012</b> and ending <b>12/31/2012</b>  |                                                                    |            |
| <b>A</b> Name of plan<br><b>CAMERON INTERNATIONAL CORPORATION RETIREMENT SAVINGS PLAN</b>                 | <b>B</b> Three-digit plan number (PN) ►                            | <b>003</b> |
|                                                                                                           |                                                                    |            |
| <b>C</b> Plan sponsor's name as shown on line 2a of Form 5500<br><b>CAMERON INTERNATIONAL CORPORATION</b> | <b>D</b> Employer Identification Number (EIN)<br><b>76-0451843</b> |            |

|               |                                      |
|---------------|--------------------------------------|
| <b>Part I</b> | <b>Asset and Liability Statement</b> |
|---------------|--------------------------------------|

**1** Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

| Assets                                                                                            |                 | (a) Beginning of Year | (b) End of Year |
|---------------------------------------------------------------------------------------------------|-----------------|-----------------------|-----------------|
| <b>a</b> Total noninterest-bearing cash .....                                                     | <b>1a</b>       | 135757                | 0               |
| <b>b</b> Receivables (less allowance for doubtful accounts):                                      |                 |                       |                 |
| <b>(1)</b> Employer contributions .....                                                           | <b>1b(1)</b>    |                       |                 |
| <b>(2)</b> Participant contributions .....                                                        | <b>1b(2)</b>    |                       |                 |
| <b>(3)</b> Other.....                                                                             | <b>1b(3)</b>    | 0                     | 776464          |
| <b>c</b> General investments:                                                                     |                 |                       |                 |
| <b>(1)</b> Interest-bearing cash (include money market accounts & certificates of deposit) .....  | <b>1c(1)</b>    |                       |                 |
| <b>(2)</b> U.S. Government securities.....                                                        | <b>1c(2)</b>    |                       |                 |
| <b>(3)</b> Corporate debt instruments (other than employer securities):                           |                 |                       |                 |
| <b>(A)</b> Preferred .....                                                                        | <b>1c(3)(A)</b> |                       |                 |
| <b>(B)</b> All other.....                                                                         | <b>1c(3)(B)</b> |                       |                 |
| <b>(4)</b> Corporate stocks (other than employer securities):                                     |                 |                       |                 |
| <b>(A)</b> Preferred .....                                                                        | <b>1c(4)(A)</b> |                       |                 |
| <b>(B)</b> Common .....                                                                           | <b>1c(4)(B)</b> |                       |                 |
| <b>(5)</b> Partnership/joint venture interests .....                                              | <b>1c(5)</b>    |                       |                 |
| <b>(6)</b> Real estate (other than employer real property) .....                                  | <b>1c(6)</b>    |                       |                 |
| <b>(7)</b> Loans (other than to participants) .....                                               | <b>1c(7)</b>    |                       |                 |
| <b>(8)</b> Participant loans .....                                                                | <b>1c(8)</b>    | 21773008              | 25188887        |
| <b>(9)</b> Value of interest in common/collective trusts.....                                     | <b>1c(9)</b>    |                       |                 |
| <b>(10)</b> Value of interest in pooled separate accounts.....                                    | <b>1c(10)</b>   |                       |                 |
| <b>(11)</b> Value of interest in master trust investment accounts .....                           | <b>1c(11)</b>   | 937685687             | 1089529084      |
| <b>(12)</b> Value of interest in 103-12 investment entities .....                                 | <b>1c(12)</b>   |                       |                 |
| <b>(13)</b> Value of interest in registered investment companies (e.g., mutual funds).....        | <b>1c(13)</b>   |                       |                 |
| <b>(14)</b> Value of funds held in insurance company general account (unallocated contracts)..... | <b>1c(14)</b>   |                       |                 |
| <b>(15)</b> Other .....                                                                           | <b>1c(15)</b>   |                       |                 |

| <b>1d</b> Employer-related investments:                              |              | (a) Beginning of Year | (b) End of Year |
|----------------------------------------------------------------------|--------------|-----------------------|-----------------|
| (1) Employer securities .....                                        | <b>1d(1)</b> |                       |                 |
| (2) Employer real property .....                                     | <b>1d(2)</b> |                       |                 |
| <b>e</b> Buildings and other property used in plan operation .....   | <b>1e</b>    |                       |                 |
| <b>f</b> Total assets (add all amounts in lines 1a through 1e) ..... | <b>1f</b>    | 959594452             | 1115494435      |

**Liabilities**

|                                                                           |           |   |   |
|---------------------------------------------------------------------------|-----------|---|---|
| <b>g</b> Benefit claims payable .....                                     | <b>1g</b> |   |   |
| <b>h</b> Operating payables .....                                         | <b>1h</b> |   |   |
| <b>i</b> Acquisition indebtedness .....                                   | <b>1i</b> |   |   |
| <b>j</b> Other liabilities .....                                          | <b>1j</b> |   |   |
| <b>k</b> Total liabilities (add all amounts in lines 1g through 1j) ..... | <b>1k</b> | 0 | 0 |

**Net Assets**

|                                                           |           |           |            |
|-----------------------------------------------------------|-----------|-----------|------------|
| <b>l</b> Net assets (subtract line 1k from line 1f) ..... | <b>1l</b> | 959594452 | 1115494435 |
|-----------------------------------------------------------|-----------|-----------|------------|

**Part II Income and Expense Statement**

**2** Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

**Income**

|                                                                                                            |                 | (a) Amount | (b) Total |
|------------------------------------------------------------------------------------------------------------|-----------------|------------|-----------|
| <b>a Contributions:</b>                                                                                    |                 |            |           |
| (1) Received or receivable in cash from: <b>(A)</b> Employers .....                                        | <b>2a(1)(A)</b> | 68056704   |           |
| <b>(B)</b> Participants .....                                                                              | <b>2a(1)(B)</b> | 59694539   |           |
| <b>(C)</b> Others (including rollovers) .....                                                              | <b>2a(1)(C)</b> | 4859726    |           |
| (2) Noncash contributions .....                                                                            | <b>2a(2)</b>    |            |           |
| (3) Total contributions. Add lines <b>2a(1)(A)</b> , <b>(B)</b> , <b>(C)</b> , and line <b>2a(2)</b> ..... | <b>2a(3)</b>    |            | 132610969 |
| <b>b Earnings on investments:</b>                                                                          |                 |            |           |
| (1) Interest:                                                                                              |                 |            |           |
| <b>(A)</b> Interest-bearing cash (including money market accounts and certificates of deposit) .....       | <b>2b(1)(A)</b> |            |           |
| <b>(B)</b> U.S. Government securities .....                                                                | <b>2b(1)(B)</b> |            |           |
| <b>(C)</b> Corporate debt instruments .....                                                                | <b>2b(1)(C)</b> |            |           |
| <b>(D)</b> Loans (other than to participants) .....                                                        | <b>2b(1)(D)</b> |            |           |
| <b>(E)</b> Participant loans .....                                                                         | <b>2b(1)(E)</b> | 1356556    |           |
| <b>(F)</b> Other .....                                                                                     | <b>2b(1)(F)</b> |            |           |
| (G) Total interest. Add lines <b>2b(1)(A)</b> through <b>(F)</b> .....                                     | <b>2b(1)(G)</b> |            | 1356556   |
| (2) Dividends: <b>(A)</b> Preferred stock .....                                                            | <b>2b(2)(A)</b> |            |           |
| <b>(B)</b> Common stock .....                                                                              | <b>2b(2)(B)</b> |            |           |
| <b>(C)</b> Registered investment company shares (e.g. mutual funds) .....                                  | <b>2b(2)(C)</b> |            |           |
| (D) Total dividends. Add lines <b>2b(2)(A)</b> , <b>(B)</b> , and <b>(C)</b> .....                         | <b>2b(2)(D)</b> |            | 0         |
| (3) Rents .....                                                                                            | <b>2b(3)</b>    |            |           |
| (4) Net gain (loss) on sale of assets: <b>(A)</b> Aggregate proceeds .....                                 | <b>2b(4)(A)</b> |            |           |
| <b>(B)</b> Aggregate carrying amount (see instructions) .....                                              | <b>2b(4)(B)</b> |            |           |
| <b>(C)</b> Subtract line <b>2b(4)(B)</b> from line <b>2b(4)(A)</b> and enter result .....                  | <b>2b(4)(C)</b> |            | 0         |
| (5) Unrealized appreciation (depreciation) of assets: <b>(A)</b> Real estate .....                         | <b>2b(5)(A)</b> |            |           |
| <b>(B)</b> Other .....                                                                                     | <b>2b(5)(B)</b> |            |           |
| (C) Total unrealized appreciation of assets. Add lines <b>2b(5)(A)</b> and <b>(B)</b> .....                | <b>2b(5)(C)</b> |            | 0         |

|                                                                                                |        | (a) Amount | (b) Total |
|------------------------------------------------------------------------------------------------|--------|------------|-----------|
| (6) Net investment gain (loss) from common/collective trusts .....                             | 2b(6)  |            |           |
| (7) Net investment gain (loss) from pooled separate accounts .....                             | 2b(7)  |            |           |
| (8) Net investment gain (loss) from master trust investment accounts .....                     | 2b(8)  |            | 113212279 |
| (9) Net investment gain (loss) from 103-12 investment entities .....                           | 2b(9)  |            |           |
| (10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)..... | 2b(10) |            |           |
| c Other income.....                                                                            | 2c     |            |           |
| d Total income. Add all <b>income</b> amounts in column (b) and enter total.....               | 2d     |            | 247179804 |

**Expenses**

|                                                                                     |       |          |          |
|-------------------------------------------------------------------------------------|-------|----------|----------|
| e Benefit payment and payments to provide benefits:                                 |       |          |          |
| (1) Directly to participants or beneficiaries, including direct rollovers .....     | 2e(1) | 90773495 |          |
| (2) To insurance carriers for the provision of benefits .....                       | 2e(2) |          |          |
| (3) Other .....                                                                     | 2e(3) |          |          |
| (4) Total benefit payments. Add lines 2e(1) through (3).....                        | 2e(4) |          | 90773495 |
| f Corrective distributions (see instructions) .....                                 | 2f    |          |          |
| g Certain deemed distributions of participant loans (see instructions).....         | 2g    |          | 6440     |
| h Interest expense.....                                                             | 2h    |          |          |
| i Administrative expenses: (1) Professional fees .....                              | 2i(1) | 137066   |          |
| (2) Contract administrator fees .....                                               | 2i(2) |          |          |
| (3) Investment advisory and management fees .....                                   | 2i(3) | 147936   |          |
| (4) Other .....                                                                     | 2i(4) | 1048595  |          |
| (5) Total administrative expenses. Add lines 2i(1) through (4).....                 | 2i(5) |          | 1333597  |
| j Total expenses. Add all <b>expense</b> amounts in column (b) and enter total..... | 2j    |          | 92113532 |

**Net Income and Reconciliation**

|                                                         |       |  |           |
|---------------------------------------------------------|-------|--|-----------|
| k Net income (loss). Subtract line 2j from line 2d..... | 2k    |  | 155066272 |
| l Transfers of assets:                                  |       |  |           |
| (1) To this plan.....                                   | 2l(1) |  | 833711    |
| (2) From this plan .....                                | 2l(2) |  |           |

**Part III Accountant's Opinion**

**3** Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

**a** The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) ☒ Unqualified (2) ☐ Qualified (3) ☐ Disclaimer (4) ☐ Adverse

**b** Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? ☐ Yes ☒ No

**c** Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: DOEREN MAYHEW TEXAS PLLC

(2) EIN: 36-4745545

**d** The opinion of an independent qualified public accountant is **not attached** because:

(1) ☐ This form is filed for a CCT, PSA, or MTIA. (2) ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

**Part IV Compliance Questions**

**4** CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

**a** Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....

**b** Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....

|    | Yes | No | Amount |
|----|-----|----|--------|
| 4a |     | X  |        |
| 4b |     | X  |        |

|                                                                                                                                                                                                                              | Yes | No | Amount   |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|----------|
| <b>c</b> Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.) .....                                         |     | X  |          |
| <b>d</b> Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....                               |     | X  |          |
| <b>e</b> Was this plan covered by a fidelity bond?.....                                                                                                                                                                      | X   |    | 10000000 |
| <b>f</b> Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty? .....                                                                                      |     | X  |          |
| <b>g</b> Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser? .....                                                   |     | X  |          |
| <b>h</b> Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser? .....                                         |     | X  |          |
| <b>i</b> Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....                                                                | X   |    |          |
| <b>j</b> Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)..... |     | X  |          |
| <b>k</b> Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....                                                           |     | X  |          |
| <b>l</b> Has the plan failed to provide any benefit when due under the plan? .....                                                                                                                                           |     | X  |          |
| <b>m</b> If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....                                                                                                  |     | X  |          |
| <b>n</b> If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3. ....                                     |     |    |          |

**5a** Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?  
 If "Yes," enter the amount of any plan assets that reverted to the employer this year..... ☐ Yes ☒ No Amount:

**5b** If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

**5b(1)** Name of plan(s)

| 5b(2) EIN(s) | 5b(3) PN(s) |
|--------------|-------------|
|              |             |
|              |             |
|              |             |
|              |             |

## Part V Trust Information (optional)

**6a** Name of trust

**6b** Trust's EIN

|                                                                                                                                                                                                                           |                                                                                                                                                                                                                                                                                            |                                                                                            |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------|
| <b>SCHEDULE R</b><br><b>(Form 5500)</b><br><br>Department of the Treasury<br>Internal Revenue Service<br><br>Department of Labor<br>Employee Benefits Security Administration<br><br>Pension Benefit Guaranty Corporation | <b>Retirement Plan Information</b><br><br>This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).<br><br>▶ <b>File as an attachment to Form 5500.</b> | OMB No. 1210-0110<br><br><b>2012</b><br><br><b>This Form is Open to Public Inspection.</b> |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------|

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

|                                                                                                           |                                                                    |
|-----------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------|
| <b>A</b> Name of plan<br><u>CAMERON INTERNATIONAL CORPORATION RETIREMENT SAVINGS PLAN</u>                 | <b>B</b> Three-digit plan number (PN) ▶<br><u>003</u>              |
| <b>C</b> Plan sponsor's name as shown on line 2a of Form 5500<br><u>CAMERON INTERNATIONAL CORPORATION</u> | <b>D</b> Employer Identification Number (EIN)<br><u>76-0451843</u> |

|               |                      |
|---------------|----------------------|
| <b>Part I</b> | <b>Distributions</b> |
|---------------|----------------------|

All references to distributions relate only to payments of benefits during the plan year.

|                                                                                                                                                                                                                                                                    |          |          |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|----------|
| <b>1</b> Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....                                                                                                                              | <b>1</b> | <u>0</u> |
| <b>2</b> Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):<br><br>EIN(s): <u>52-1481931</u> |          |          |
| <b>Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.</b>                                                                                                                                                                                            |          |          |
| <b>3</b> Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....                                                                                                                                    | <b>3</b> |          |

|                |                                                                                                                                                                              |
|----------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Part II</b> | <b>Funding Information</b> (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part) |
|----------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

|                                                                                                                                                                                                                                                                                                                                                                           |                              |                             |                              |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------|-----------------------------|------------------------------|
| <b>4</b> Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....                                                                                                                                                                                                                                                       | <input type="checkbox"/> Yes | <input type="checkbox"/> No | <input type="checkbox"/> N/A |
| <b>If the plan is a defined benefit plan, go to line 8.</b>                                                                                                                                                                                                                                                                                                               |                              |                             |                              |
| <b>5</b> If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. <b>Date:</b> Month _____ Day _____ Year _____<br><b>If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.</b> |                              |                             |                              |
| <b>6 a</b> Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived) .....                                                                                                                                                                                                                            | <b>6a</b>                    |                             |                              |
| <b>b</b> Enter the amount contributed by the employer to the plan for this plan year .....                                                                                                                                                                                                                                                                                | <b>6b</b>                    |                             |                              |
| <b>c</b> Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount).....                                                                                                                                                                                                                           | <b>6c</b>                    |                             |                              |
| <b>If you completed line 6c, skip lines 8 and 9.</b>                                                                                                                                                                                                                                                                                                                      |                              |                             |                              |
| <b>7</b> Will the minimum funding amount reported on line 6c be met by the funding deadline? .....                                                                                                                                                                                                                                                                        | <input type="checkbox"/> Yes | <input type="checkbox"/> No | <input type="checkbox"/> N/A |
| <b>8</b> If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?.....                                                                                                | <input type="checkbox"/> Yes | <input type="checkbox"/> No | <input type="checkbox"/> N/A |

|                 |                   |
|-----------------|-------------------|
| <b>Part III</b> | <b>Amendments</b> |
|-----------------|-------------------|

|                                                                                                                                                                                                                            |                                   |                                   |                               |                             |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------|-----------------------------------|-------------------------------|-----------------------------|
| <b>9</b> If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box..... | <input type="checkbox"/> Increase | <input type="checkbox"/> Decrease | <input type="checkbox"/> Both | <input type="checkbox"/> No |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------|-----------------------------------|-------------------------------|-----------------------------|

|                |                                                                                                                                                   |
|----------------|---------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Part IV</b> | <b>ESOPs</b> (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part. |
|----------------|---------------------------------------------------------------------------------------------------------------------------------------------------|

|                                                                                                                                                                                             |                              |                                        |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------|----------------------------------------|
| <b>10</b> Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?.....                                                      | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| <b>11 a</b> Does the ESOP hold any preferred stock? .....                                                                                                                                   | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| <b>b</b> If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.)..... | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| <b>12</b> Does the ESOP hold any stock that is not readily tradable on an established securities market? .....                                                                              | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |

**Part V Additional Information for Multiemployer Defined Benefit Pension Plans**

**13** Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

**a** Name of contributing employer

**b** EIN

**c** Dollar amount contributed by employer

**d** Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month \_\_\_\_\_ Day \_\_\_\_\_ Year \_\_\_\_\_

**e** Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) \_\_\_\_\_

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): \_\_\_\_\_

**a** Name of contributing employer

**b** EIN

**c** Dollar amount contributed by employer

**d** Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month \_\_\_\_\_ Day \_\_\_\_\_ Year \_\_\_\_\_

**e** Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) \_\_\_\_\_

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): \_\_\_\_\_

**a** Name of contributing employer

**b** EIN

**c** Dollar amount contributed by employer

**d** Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month \_\_\_\_\_ Day \_\_\_\_\_ Year \_\_\_\_\_

**e** Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) \_\_\_\_\_

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): \_\_\_\_\_

**a** Name of contributing employer

**b** EIN

**c** Dollar amount contributed by employer

**d** Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month \_\_\_\_\_ Day \_\_\_\_\_ Year \_\_\_\_\_

**e** Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) \_\_\_\_\_

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): \_\_\_\_\_

**a** Name of contributing employer

**b** EIN

**c** Dollar amount contributed by employer

**d** Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month \_\_\_\_\_ Day \_\_\_\_\_ Year \_\_\_\_\_

**e** Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) \_\_\_\_\_

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): \_\_\_\_\_

**a** Name of contributing employer

**b** EIN

**c** Dollar amount contributed by employer

**d** Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month \_\_\_\_\_ Day \_\_\_\_\_ Year \_\_\_\_\_

**e** Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) \_\_\_\_\_

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): \_\_\_\_\_

- 14** Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

|                                                                          |            |  |
|--------------------------------------------------------------------------|------------|--|
| <b>a</b> The current year .....                                          | <b>14a</b> |  |
| <b>b</b> The plan year immediately preceding the current plan year ..... | <b>14b</b> |  |
| <b>c</b> The second preceding plan year .....                            | <b>14c</b> |  |

- 15** Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

|                                                                                                       |            |  |
|-------------------------------------------------------------------------------------------------------|------------|--|
| <b>a</b> The corresponding number for the plan year immediately preceding the current plan year ..... | <b>15a</b> |  |
| <b>b</b> The corresponding number for the second preceding plan year .....                            | <b>15b</b> |  |

- 16** Information with respect to any employers who withdrew from the plan during the preceding plan year:

|                                                                                                                                                                        |            |  |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|--|
| <b>a</b> Enter the number of employers who withdrew during the preceding plan year .....                                                                               | <b>16a</b> |  |
| <b>b</b> If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers ..... | <b>16b</b> |  |

- 17** If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. .... ☐

**Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans**

- 18** If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment. .... ☐

- 19** If the total number of participants is 1,000 or more, complete lines (a) through (c)

**a** Enter the percentage of plan assets held as:  
 Stock: \_\_\_\_\_% Investment-Grade Debt: \_\_\_\_\_% High-Yield Debt: \_\_\_\_\_% Real Estate: \_\_\_\_\_% Other: \_\_\_\_\_%

**b** Provide the average duration of the combined investment-grade and high-yield debt:  
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

**c** What duration measure was used to calculate line 19(b)?  
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): \_\_\_\_\_

## **INDEPENDENT AUDITORS' REPORT**

To Participants and Cameron Benefits Committee  
Cameron International Corporation Retirement Savings Plan:

### **Report on the Financial Statements**

We have audited the accompanying financial statements of the Cameron International Corporation Retirement Savings Plan (the Plan), which comprise the statement of net assets available for benefits of the Plan as of December 31, 2012, and the related statement of changes in net assets available for benefits for the year then ended, and the related notes to the financial statements.

### **Management's Responsibility for the Financial Statements**

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

### **Auditors' Responsibility**

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

## **Auditors' Responsibility (Continued)**

We believe that the audit evidence obtained is sufficient and appropriate to provide a basis for our audit opinion.

## **Opinion**

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2012, and the changes in net assets available for benefits for the year then ended, in accordance with accounting principles generally accepted in the United States of America.

## **Report on Supplementary Information**

Our audit was conducted for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedule H, line 4(i) - schedule of assets (held at end of year) as of December 31, 2012 is presented for the purpose of additional analysis and is not a required part of the financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Such information is the responsibility of the Plan's management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.

## **Other Matter**

The financial statements of the Cameron International Corporation Retirement Savings Plan as of December 31, 2011, were audited by other auditors whose report dated June 27, 2012, expressed an unmodified opinion on those statements.



Houston, Texas  
June 27, 2013

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Filer: Cameron International Corporation  
Submission: 11-K  
Thomson Reuters Accelus Disclosure  
Solutions

Form Type: 11-K  
Period: 12-31-2012

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 11-K  
ANNUAL REPORT**

☒ **ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934  
For the fiscal year ended December 31, 2012  
OR**

☐ **TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934  
Commission file number 1-13884**

A. Full title of the Plan and the address of the Plan, if different from that of the issuer named below:

CAMERON INTERNATIONAL CORPORATION RETIREMENT SAVINGS PLAN

B. Name of issuer of the securities held pursuant to the Plan and the address of the principal executive office:

CAMERON INTERNATIONAL CORPORATION  
1333 West Loop South, Suite 1700  
Houston, Texas 77027

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|                                              |                                                                          |                           |                                       |                 |                                            |
|----------------------------------------------|--------------------------------------------------------------------------|---------------------------|---------------------------------------|-----------------|--------------------------------------------|
| Filer: Cameron International Corporation     | Form Type: 11-K                                                          | Period: 12-31-2012        | Job Number: 11-K 12-31-2012 (Cameron) | Rev: 4          | Sequence: 2                                |
| Submission: 11-K                             | Document Name: form11k.htm                                               | Saved: 6/27/2013 12:16:16 | Printed: 6/27/2013 12:16:16           | Filing Services | Created using Disclosure Solutions PROFILE |
| Thomson Reuters Accelus Disclosure Solutions | Description: Cameron International Corporation 11-K 12-31-2012 (Cameron) |                           |                                       |                 |                                            |

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**Financial Statements and Supplemental Schedule**

**Cameron International Corporation Retirement Savings Plan**  
**As of December 31, 2012 and 2011 and for the year ended December 31, 2012**

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|                                              |                                                                          |                           |                                       |                 |                                            |
|----------------------------------------------|--------------------------------------------------------------------------|---------------------------|---------------------------------------|-----------------|--------------------------------------------|
| Filer: Cameron International Corporation     | Form Type: 11-K                                                          | Period: 12-31-2012        | Job Number: 11-K 12-31-2012 (Cameron) | Rev: 4          | Sequence: 3                                |
| Submission: 11-K                             | Document Name: form11k.htm                                               | Saved: 6/27/2013 12:16:16 | Printed: 6/27/2013 12:16:16           | Filing Services | Created using Disclosure Solutions PROFILE |
| Thomson Reuters Accelus Disclosure Solutions | Description: Cameron International Corporation 11-K 12-31-2012 (Cameron) |                           |                                       |                 |                                            |

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Cameron International Corporation Retirement Savings Plan

Financial Statements and Supplemental Schedule

As of December 31, 2012 and 2011 and for the year ended December 31, 2012

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Schedules not listed above are omitted because of the absence of conditions under which they are required under the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

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|----------------------------------------------|--------------------------------------------------------------------------|---------------------------|---------------------------------------|-----------------|--------------------------------------------|
| Filer: Cameron International Corporation     | Form Type: 11-K                                                          | Period: 12-31-2012        | Job Number: 11-K 12-31-2012 (Cameron) | Rev: 4          | Sequence: 4                                |
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## REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To Participants and Cameron Benefits Committee  
Cameron International Corporation Retirement Savings Plan:

We have audited the accompanying statement of net assets available for benefits of the Cameron International Corporation Retirement Savings Plan (the "Plan"), as of December 31, 2012 and the related statement of changes in net assets available for benefits for the year ended December 31, 2012. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audit. The financial statements of the Plan for the year ended December 31, 2011 were audited by other auditors whose report dated June 27, 2012, expressed an unqualified opinion on those statements.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Plan is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. An audit includes consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control over financial reporting. Accordingly, we express no such opinion. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2012, and the changes in its net assets available for benefits for the year ended December 31, 2012, in conformity with accounting principles generally accepted in the United States of America.

Our audit was performed for the purpose of forming an opinion on the financial statements taken as a whole. The accompanying supplemental schedule of assets (held at end of year) as of December 31, 2012 is presented for purposes of additional analysis and is not a required part of the basic financial statements, but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. This supplemental schedule is the responsibility of the Plan's management. This supplemental schedule has been subjected to the auditing procedures applied in the audit of the 2012 basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

/s/ Doeren Mayhew

Houston, Texas  
June 27, 2013

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|                                              |                                                                          |                           |                                       |                 |                                            |
|----------------------------------------------|--------------------------------------------------------------------------|---------------------------|---------------------------------------|-----------------|--------------------------------------------|
| Filer: Cameron International Corporation     | Form Type: 11-K                                                          | Period: 12-31-2012        | Job Number: 11-K 12-31-2012 (Cameron) | Rev: 4          | Sequence: 5                                |
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**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To Participants and Cameron Benefits Committee  
Cameron International Corporation Retirement Savings Plan:

In our opinion, the accompanying statement of net assets available for benefits presents fairly, in all material respects, the net assets available for benefits of the Cameron International Corporation Retirement Savings Plan (the Plan) at December 31, 2011 in conformity with generally accepted accounting principles in the United States of America. This financial statement is the responsibility of the Plan's management. Our responsibility is to express an opinion on this financial statement based on our audit. We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statement and assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

/s/ MFR, P.C.

June 27, 2012

|                                              |                                                                          |                           |                                       |                 |                                            |
|----------------------------------------------|--------------------------------------------------------------------------|---------------------------|---------------------------------------|-----------------|--------------------------------------------|
| Filer: Cameron International Corporation     | Form Type: 11-K                                                          | Period: 12-31-2012        | Job Number: 11-K 12-31-2012 (Cameron) | Rev: 4          | Sequence: 6                                |
| Submission: 11-K                             | Document Name: form11k.htm                                               | Saved: 6/27/2013 12:16:16 | Printed: 6/27/2013 12:16:16           | Filing Services | Created using Disclosure Solutions PROFILE |
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Cameron International Corporation Retirement Savings Plan

Statements of Net Assets Available for Benefits

|                                                                                                                                                                       | December 31,           |                       |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------|-----------------------|
|                                                                                                                                                                       | 2012                   | 2011                  |
| <b>Assets:</b>                                                                                                                                                        |                        |                       |
| Net unsettled sales of investments                                                                                                                                    | \$ 776,464             | \$ 135,757            |
| Notes receivable from Plan participants                                                                                                                               | 25,188,887             | 21,773,008            |
| <b>Investments:</b>                                                                                                                                                   |                        |                       |
| Plan interest in the Cameron International Corporation Master Trust                                                                                                   | 1,089,529,084          | 937,685,687           |
| Net assets reflecting all investments at fair value                                                                                                                   | 1,115,494,435          | 959,594,452           |
| Adjustment from fair value to contract value for interest in Cameron International Corporation Master Trust relating to fully benefit-responsive investment contracts | (7,473,814)            | (6,999,080)           |
| Net assets available for benefits                                                                                                                                     | <b>\$1,108,020,621</b> | <b>\$ 952,595,372</b> |

*The accompanying notes are an integral part of these statements.*

|                                              |                                                                          |                           |                                       |                 |                                            |
|----------------------------------------------|--------------------------------------------------------------------------|---------------------------|---------------------------------------|-----------------|--------------------------------------------|
| Filer: Cameron International Corporation     | Form Type: 11-K                                                          | Period: 12-31-2012        | Job Number: 11-K 12-31-2012 (Cameron) | Rev: 4          | Sequence: 7                                |
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Cameron International Corporation Retirement Savings Plan

Statement of Changes in Net Assets Available for Benefits

Year Ended December 31, 2012

Additions:

|                                                                             |                    |
|-----------------------------------------------------------------------------|--------------------|
| Employer contributions                                                      | \$ 68,056,704      |
| Employee contributions                                                      | 59,694,539         |
| Rollover contributions                                                      | 4,859,726          |
| Interest on notes receivable from Plan participants                         | 1,356,556          |
| Net investment gain from the Cameron International Corporation Master Trust | 112,737,545        |
| Transfers-in from qualified plan                                            | 833,711            |
| <b>Total additions</b>                                                      | <b>247,538,781</b> |

Deductions:

|                               |                   |
|-------------------------------|-------------------|
| Administrative fees           | 1,333,597         |
| Benefits paid to participants | 90,779,935        |
| <b>Total deductions</b>       | <b>92,113,532</b> |

|                                                   |             |
|---------------------------------------------------|-------------|
| Net increase in net assets available for benefits | 155,425,249 |
|---------------------------------------------------|-------------|

Net assets available for benefits at:

|                   |                         |
|-------------------|-------------------------|
| Beginning of year | 952,595,372             |
| End of year       | <b>\$ 1,108,020,621</b> |

*The accompanying notes are an integral part of these statements.*

|                                              |                                                                          |                           |                                       |                 |                                            |
|----------------------------------------------|--------------------------------------------------------------------------|---------------------------|---------------------------------------|-----------------|--------------------------------------------|
| Filer: Cameron International Corporation     | Form Type: 11-K                                                          | Period: 12-31-2012        | Job Number: 11-K 12-31-2012 (Cameron) | Rev: 4          | Sequence: 8                                |
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## Cameron International Corporation Retirement Savings Plan

### Notes to Financial Statements

#### 1. Description of the Plan

The Cameron International Corporation Retirement Savings Plan (the “Plan”) is a contributory, defined contribution plan sponsored by Cameron International Corporation (the “Company”) with cash or deferred provisions as described in Section 401(k) of the Internal Revenue Code (“IRC”). All employees of the Company and its affiliated subsidiaries (except those covered by a collective bargaining agreement) that have adopted the Plan are eligible to participate in the Plan. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (“ERISA”).

On January 19, 2012, the Company acquired Elco Filtration and Testing, Inc. (Elco) and sponsorship of the Elco Filtration and Testing Inc. 401(k) Profit Sharing and Trust was transferred to the Company on April 8, 2012. At this time, all participants in the Elco plan were eligible to receive benefits in accordance with the provisions of the Plan. Effective July 10, 2012, Elco’s plan assets totaling \$833,711 were transferred into the Plan.

Plan participants can elect to make pretax contributions to the Plan of 1% to 50% of their compensation each payroll period not to exceed the annual limit specified by section 402(g) of the IRC. The Company matches 100% of the employee contributions up to a maximum of 6% and provides an additional nondiscretionary retirement contribution equal to 3% of each eligible employee’s pay.

Participants are 100% vested in the Company’s matching contributions. Retirement and profit sharing contributions become 100% vested upon completion of three years of service. Contributions are allocated among the fund options based on employee elections. Amounts which are forfeited due to termination of employment reduce the future retirement contributions of the Company. In 2012, forfeited nonvested accounts totaling \$1,509,703 were used to reduce employer contributions.

Participants who attain age 50 during the Plan year and who have made the maximum permitted contributions to the Plan for such Plan year may also make additional “catch-up contributions” limited to a specified amount each year. Catch-up contributions are 100% vested and are eligible for safe harbor matching contributions to the extent the catch-up contributions fall within the Plan’s regular matching contribution formula.

Any participant who is receiving compensation other than severance pay from the Company and who has not had an outstanding loan from the Plan for at least one month may apply for a loan from the Plan. Any loan granted to such a participant shall be deemed an investment made for such participant’s benefit and shall be held and reflected in the separate accounts of such participant as a charge against their account for the principal amount of the loan. The interest rate charged on the loan is a fixed rate for the term of the loan as determined by the Company in the year of issuance. Loans may be made for up to five years, unless the loan is for the purchase of a primary residence, in which case the loan may extend for up to ten years from issuance.

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants would become 100% vested in their retirement and profit sharing contributions.

More detailed information about the Plan, including the funding, vesting and benefit provisions, is contained in the *Summary Plan Description*. A copy of this pamphlet is available at the Company’s corporate office.

#### 2. Significant Accounting Policies

##### Accounting Principles

The accompanying financial statements of the Plan have been prepared on the accrual basis of accounting.

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates that affect amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

As required under generally accepted accounting principles, the statements of net assets available for benefits present investment contracts at fair value as well as an additional line item showing an adjustment of fully benefit-responsive investment contracts from fair value to contract value. The statement of changes in net assets available for benefits is prepared on a contract value basis for the fully benefit-responsive investment contracts.

|                                              |                                                                          |                           |                                       |                 |                                            |
|----------------------------------------------|--------------------------------------------------------------------------|---------------------------|---------------------------------------|-----------------|--------------------------------------------|
| Filer: Cameron International Corporation     | Form Type: 11-K                                                          | Period: 12-31-2012        | Job Number: 11-K 12-31-2012 (Cameron) | Rev: 4          | Sequence: 9                                |
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Employer matching, retirement and profit sharing contributions and employee contributions are recorded in the period in which the related employee services are rendered.

Benefit payments to participants are recorded upon distribution.

Notes receivable from Plan participants consist of monies borrowed by participants from their account balances in the Master Trust funds. Repayments of principal and interest are allocated to the participants' account balances in the Master Trust funds based on the participants' current investment elections. Notes receivable from Plan participants are reported at their current outstanding principal balance, which approximates fair value.

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

## Investments

The Plan's investments are held in the Cameron International Corporation Master Trust ("Master Trust"). T. Rowe Price Trust Company serves as trustee of the Master Trust. The Plan participates in only certain investment accounts of the Master Trust. The fair value of the Plan's interest in the Master Trust is based on the specific interests that it has in each of the underlying participant-directed investment accounts.

The following is a summary of those investment accounts and the Plan's beneficial interest in those investment accounts as of December 31, 2012 and 2011.

|                                                        | Beneficial Interest at<br>December 31, |        |
|--------------------------------------------------------|----------------------------------------|--------|
|                                                        | 2012                                   | 2011   |
| Cameron International Stock Fund                       | 98.77%                                 | 98.57% |
| PRIMCO Stable Value Fund                               | 95.77                                  | 96.10  |
| Fidelity Money Market Fund                             | 100.00                                 | 100.00 |
| American Century Instl-Adj Bond Fund                   | 97.40                                  | 96.90  |
| American Funds AMCAP R6                                | 97.04                                  | 97.14  |
| American Funds Capital World Bond Fund R6              | 97.66                                  | 97.11  |
| American Funds Euro Pacific Growth Fund R6             | 96.15                                  | 96.24  |
| American Funds Washington Mutual Fund R6               | 96.78                                  | 96.69  |
| DFA Emerging Markets Portfolio                         | 98.33                                  | 98.04  |
| Vanguard LifeStrategy Conservative Growth Fund         | 97.61                                  | 98.69  |
| Vanguard LifeStrategy Growth Fund                      | 96.80                                  | 96.98  |
| Vanguard LifeStrategy Income Fund                      | 99.03                                  | 98.94  |
| Vanguard LifeStrategy Moderate Growth Fund             | 98.46                                  | 98.66  |
| Vanguard Small-Cap Growth Index Fund Investor Shares   | 96.48                                  | 96.38  |
| Vanguard Small-Cap Value Index Fund Investor Shares    | 96.57                                  | 96.71  |
| Vanguard Total Bond Market Index Fund Investor Shares  | 96.85                                  | 96.92  |
| Vanguard Total Int'l Stock Index Fund Investor Shares  | 98.83                                  | 98.64  |
| Vanguard Total Stock Market Index Fund Investor Shares | 98.04                                  | 98.11  |
| Managed Income Portfolio                               | —                                      | 100.00 |

Purchases and sales of securities by the Master Trust are recorded on a trade-date basis. Interest income is recorded as earned. Dividends are recorded as of the ex-dividend date.

Financial Accounting Standards Board Accounting Standards Codification Topic 820, Fair Value Measurements, establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets and liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). Level 2 measurements include observable inputs other than quoted prices in active markets for identical assets and liabilities.

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Common stocks are valued at the closing price reported on the active market on which the individual securities are traded.

Mutual and money market funds are valued at the net asset value (NAV) of shares held by the Plan at year end.

Collective trusts are valued at the unit of participation value of shares held by the Plan at year end.

The preceding methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although management of the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The Plan's policy is to disclose transfers between levels based on valuations at the end of the reporting period. There were no transfers between Levels 1 and 2 as of December 31, 2012.

The following table sets forth by level, within the fair value hierarchy, the investments of the Master Trust as of December 31, 2012:

|                                               | Investments at Fair Value at December 31, 2012 |             |                  |
|-----------------------------------------------|------------------------------------------------|-------------|------------------|
|                                               | Level 1                                        | Level 2     | Total            |
| Master Trust Investments:                     |                                                |             |                  |
| Mutual funds:                                 |                                                |             |                  |
| U.S. equity funds                             | \$ 338,951,813                                 | –           | \$ 338,951,813   |
| Non-U.S. equity funds                         | 67,376,908                                     | –           | 67,376,908       |
| U.S. bond funds                               | 126,657,512                                    | –           | 126,657,512      |
| Non-U.S. bond fund                            | 4,981,652                                      | –           | 4,981,652        |
| Blended equity and bond funds                 | 166,504,907                                    | –           | 166,504,907      |
| Common stocks                                 | 244,401,907                                    | –           | 244,401,907      |
| Collective trusts:                            |                                                |             |                  |
| Money market fund                             | 26,452,878                                     | –           | 26,452,878       |
| Bond funds                                    | –                                              | 147,644,558 | 147,644,558      |
| Total Master Trust investments at fair value: | \$ 975,327,577                                 | 147,644,558 | \$ 1,122,972,135 |

The following table sets forth by level, within the fair value hierarchy, the investments of the Master Trust as of December 31, 2011:

|                                               | Investments at Fair Value at December 31, 2011 |             |                |
|-----------------------------------------------|------------------------------------------------|-------------|----------------|
|                                               | Level 1                                        | Level 2     | Total          |
| Master Trust Investments:                     |                                                |             |                |
| Mutual funds:                                 |                                                |             |                |
| U.S. equity funds                             | \$ 306,841,038                                 | –           | \$ 306,841,038 |
| Non-U.S. equity funds                         | 58,856,404                                     | –           | 58,856,404     |
| U.S. bond funds                               | 123,964,874                                    | –           | 123,964,874    |
| Non-U.S. bond fund                            | 3,628,179                                      | –           | 3,628,179      |
| Blended equity and bond funds                 | 85,155,535                                     | –           | 85,155,535     |
| Common stocks                                 | 230,778,724                                    | –           | 230,778,724    |
| Collective trusts:                            |                                                |             |                |
| Money market fund                             | 18,117,205                                     | –           | 18,117,205     |
| Bond funds                                    | –                                              | 138,742,747 | 138,742,747    |
| Total Master Trust investments at fair value: | \$ 827,341,959                                 | 138,742,747 | \$ 966,084,706 |

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|                                              |                                                                          |                           |                                            |        |              |
|----------------------------------------------|--------------------------------------------------------------------------|---------------------------|--------------------------------------------|--------|--------------|
| Filer: Cameron International Corporation     | Form Type: 11-K                                                          | Period: 12-31-2012        | Job Number: 11-K 12-31-2012 (Cameron)      | Rev: 4 | Sequence: 11 |
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The PRIMCO Stable Value Fund (“Stable Value Fund”) is a master trust investment account managed by AMVESCAP National Trust Company, an affiliate of INVESCO Institutional (N.A.), Inc., the trustee of the INVESCO Group Trust for Retirement Savings, a Common Collective Trust, in which the assets of multiple qualified plans are invested. The Stable Value Fund invests in actively managed synthetic bank and insurance company investment contracts (“SICs”) and in guaranteed investment contracts (“GICs”). These contracts have varying yields and maturity dates and are fully benefit responsive. These contracts are stated at contract value which represents cost plus accrued income. The fair value of the GICs has been estimated by discounting the related cash flows based on current yields of similar instruments with comparable durations. Individual assets of the SICs are valued at representative quoted market prices. The fair value of the wrap contracts for the SICs is determined using the market approach discounting methodology which incorporates the difference between current market level rates for contract level wrap fees and the wrap fee being charged. The difference is calculated as a dollar value and discounted by the prevailing interpolated swap rate as of period-end.

Although it is management’s intention to hold the investment contracts until maturity, certain investment contracts provide for adjustments to contract value for withdrawals made prior to maturity.

**Risk and Uncertainties**

The Master Trust provides for various investments which, in general, are exposed to interest rate, credit and overall market volatility risks. Due to the level of risk associated with certain investment securities, it is likely that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the statements of net assets available for benefits and individual participant account balances.

**3. Separate Investment Accounts of the Cameron International Corporation Master Trust**

The purpose of the Master Trust is the collective investment of the assets of participating employee benefit plans of the Company. Master Trust assets are allocated among participating plans by assigning to each plan those transactions (primarily contributions, participant loan transactions, benefit payments and certain administrative expenses) which can be specifically identified and by allocating among all plans, in proportion to the fair value of the assets assigned to each plan, the income and expenses resulting from the collective investment of the assets. The Master Trust includes assets of other employee benefit plans in addition to this Plan.

|                                              |                                                                          |                           |                                       |                 |                                            |
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Investment income (loss) and the net realized and unrealized appreciation (depreciation) in fair value of the investments held throughout the year or bought and sold during the year in the separate investment accounts of the Master Trust are as follows:

| <b>Year ended December 31, 2012</b>                         | <b>Net Appreciation/<br/>Depreciation</b> | <b>Interest and<br/>Dividends</b> | <b>Total</b>          |
|-------------------------------------------------------------|-------------------------------------------|-----------------------------------|-----------------------|
| Cameron International Stock Fund                            | \$ 35,798,776                             | –                                 | \$ 35,798,776         |
| Fidelity Growth Company Fund                                | 315,953                                   | 70,556                            | 386,509               |
| Managed Income Portfolio                                    | –                                         | 16,004                            | 16,004                |
| PRIMCO Stable Value Fund                                    | 3,590,471                                 | –                                 | 3,590,471             |
| American Funds EuroPacific Growth Fund R6                   | 8,519,805                                 | 1,131,720                         | 9,651,525             |
| American Century Inst'l Infl-Adj Bond Fund                  | 210,439                                   | 344,357                           | 554,796               |
| American Funds AMCAP R6                                     | 10,645,577                                | 565,671                           | 1,211,248             |
| American Funds Capital World Bond R6                        | 103,961                                   | 168,307                           | 272,268               |
| American Funds Washington Mutual Fund R6                    | 9,778,306                                 | 2,835,586                         | 12,613,892            |
| DFA Emerging Markets Portfolio                              | 787,050                                   | 175,208                           | 962,258               |
| Vanguard LifeStrategy Conservative Growth Fund              | 942,226                                   | 1,572,891                         | 2,515,117             |
| Vanguard LifeStrategy Moderate Growth Fund                  | 2,422,747                                 | 2,385,513                         | 4,808,260             |
| Vanguard LifeStrategy Income Fund                           | (154,453)                                 | 949,094                           | 794,641               |
| Vanguard Small-Cap Growth Index Inst'l Fund Investor Shares | 7,290,522                                 | 527,239                           | 7,817,761             |
| Vanguard LifeStrategy Growth Fund                           | 2,823,771                                 | 1,365,773                         | 4,189,544             |
| Vanguard Small-Cap Value Index Inst'l Fund Investor Shares  | 8,721,102                                 | 1,614,932                         | 10,336,034            |
| Vanguard Total Bond Market Index Fund Investor Shares       | 948,352                                   | 3,828,226                         | 4,776,578             |
| Vanguard Total Int'l Stock Index Fund Investor Shares       | 441,010                                   | 101,546                           | 542,556               |
| Vanguard Total Stock Market Index Fund Investor Shares      | 4,518,864                                 | 802,367                           | 5,321,231             |
|                                                             | <b>\$ 97,704,479</b>                      | <b>18,454,990</b>                 | <b>\$ 116,159,469</b> |

Administrative expenses paid by the Master Trust for the year ended December 31, 2012 totaled \$1,417,944, of which \$1,333,597 has been allocated to the Plan.

## **Stable Value Fund**

### ***Objectives of the Stable Value Fund***

The Stable Value Fund's key objectives are to provide preservation of principal, maintain a stable interest rate, and provide daily liquidity at contract value for participant withdrawals and transfers in accordance with the provisions of the Plan.

### ***Nature of Investment Contracts***

To accomplish the objectives outlined above, the Stable Value Fund invests primarily in investment contracts such as GICs and SICs. In a traditional GIC, the issuer takes a deposit from the Stable Value Fund and purchases investments that are held in the issuer's general account. The issuer is contractually obligated to repay the principal and a specified rate of interest guaranteed to the Stable Value Fund.

With regard to a SIC, the underlying investments are owned by the Stable Value Fund and held in trust for Plan participants. The Stable Value Fund purchases a wrapper contract from an insurance company or bank. The wrapper contract amortizes the realized and unrealized gains and losses on the underlying fixed income investments, typically over the duration of the investments, through adjustments to the future interest crediting rate (which is the rate earned by participants in the Stable Value Fund for the underlying investments). The issuer of the wrapper contract provides assurance that the adjustments to the interest crediting rate do not result in a future interest crediting rate that is less than zero. An interest crediting rate less than zero would result in a loss of principal or accrued interest.

|                                              |                                                                          |                           |                                       |                 |                                            |
|----------------------------------------------|--------------------------------------------------------------------------|---------------------------|---------------------------------------|-----------------|--------------------------------------------|
| Filer: Cameron International Corporation     | Form Type: 11-K                                                          | Period: 12-31-2012        | Job Number: 11-K 12-31-2012 (Cameron) | Rev: 4          | Sequence: 13                               |
| Submission: 11-K                             | Document Name: form11k.htm                                               | Saved: 6/27/2013 12:16:16 | Printed: 6/27/2013 12:16:16           | Filing Services | Created using Disclosure Solutions PROFILE |
| Thomson Reuters Accelus Disclosure Solutions | Description: Cameron International Corporation 11-K 12-31-2012 (Cameron) |                           |                                       |                 |                                            |

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### ***Calculating the Interest Crediting Rate in Wrapper Contracts***

The key factors that influence future interest crediting rates for a wrapper contract include:

- The level of market interest rates
- The amount and timing of participant contributions, transfers and withdrawals into/out of the wrapper contract
- The investment returns generated by the fixed income investments that back the wrapper contract
- The duration of the underlying investments backing the wrapper contract

Wrapper contracts' interest crediting rates are typically reset on a monthly or quarterly basis. Over time, the interest crediting rate amortizes the Stable Value Fund's realized and unrealized market value gains and losses over the duration of the underlying investments.

Because changes in market interest rates affect the yield to maturity and the market value of the underlying investments, they can have a material impact on the wrapper contract's interest crediting rate. In addition, participant withdrawals and transfers from the Stable Value Fund are paid at contract value but funded through the market value liquidation of the underlying investments, which also impacts the interest crediting rate. The resulting gains and losses in the market value of the underlying investments relative to the wrapper contract value are represented on the Stable Value Fund's Statement of Net Assets as the "adjustment from fair value to contract value for fully benefit-responsive investment contracts". If the adjustment from fair value to contract value is positive for a given contract, this indicates that the wrapper contract value is greater than the market value of the underlying investments. The embedded market value losses will be amortized in the future through a lower interest crediting rate than would otherwise be the case. If the adjustment from fair value to contract value figure is negative, this indicates that the wrapper contract value is less than the market value of the underlying investments. The amortization of the embedded market value gains will cause the future interest crediting rate to be higher than it otherwise would have been.

All wrapper contracts provide for a minimum interest crediting rate of zero percent. In the event that the interest crediting rate should fall to zero and the requirements of the wrapper contract are satisfied, the wrapper issuers will pay to the Plan the shortfall needed to maintain the interest crediting rate at zero. This helps to ensure that participants' principal and accrued interest will be protected.

### ***Events That Limit the Ability of the Stable Value Fund to Transact at Contract Value***

In certain circumstances, the amount withdrawn from the wrapper contract would be payable at fair value rather than at contract value. These events include termination of the Plan, a material adverse change to the provisions of the Plan, if the Company elects to withdraw from a wrapper contract in order to switch to a different investment provider, or if the terms of a successor plan (in the event of the spin-off or sale of a division) do not meet the wrapper contract issuer's underwriting criteria for issuance of a clone wrapper contract.

### ***Issuer-Initiated Contract Termination***

Examples of events that would permit a wrapper contract issuer to terminate a wrapper contract upon short notice include the Plan's loss of its qualified status, uncured material breaches of responsibilities, or material and adverse changes to the provisions of the Plan. If one of these events was to occur, the wrapper contract issuer could terminate the wrapper contract at the market value of the underlying investments (or in the case of a traditional GIC, at the hypothetical market value based upon a contractual formula).

|                                              |                                                                          |                           |                                       |                 |                                            |
|----------------------------------------------|--------------------------------------------------------------------------|---------------------------|---------------------------------------|-----------------|--------------------------------------------|
| Filer: Cameron International Corporation     | Form Type: 11-K                                                          | Period: 12-31-2012        | Job Number: 11-K 12-31-2012 (Cameron) | Rev: 4          | Sequence: 14                               |
| Submission: 11-K                             | Document Name: form11k.htm                                               | Saved: 6/27/2013 12:16:16 | Printed: 6/27/2013 12:16:16           | Filing Services | Created using Disclosure Solutions PROFILE |
| Thomson Reuters Accelus Disclosure Solutions | Description: Cameron International Corporation 11-K 12-31-2012 (Cameron) |                           |                                       |                 |                                            |

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Investments in the PRIMCO Stable Value Fund at December 31, 2012 consisted of the following:

| Contract Issuer                | Security                                         | Major Credit Rating | Investments at Fair Value | Wrapper Contracts at Fair Value | Adjustment to Contract Value |
|--------------------------------|--------------------------------------------------|---------------------|---------------------------|---------------------------------|------------------------------|
| Aviva Life                     | Wrapper                                          | A-/Baa2             |                           | –                               | \$ (675,262)                 |
|                                | IGT Avia 1-5 Year Government Fund                |                     | \$ 12,056,956             |                                 |                              |
|                                | IGT Avia Core Fixed Income Fund                  |                     | 3,042,397                 |                                 |                              |
| ING                            | Wrapper                                          | A-/A3               |                           | –                               | (582,024)                    |
|                                | IGT ING Short Duration                           |                     | 13,084,299                |                                 |                              |
| ING                            | Wrapper                                          | A-/A3               |                           | –                               | (618,303)                    |
|                                | IGT Invesco Multi-Manager Core Fixed Income Fund |                     | 11,339,155                |                                 |                              |
| ING                            | Wrapper                                          |                     |                           | –                               | (569,478)                    |
|                                | IGT Invesco Short-term Bond Fund                 |                     | 13,099,042                |                                 |                              |
| Met Life                       | Wrapper                                          | AA-/Aa3             |                           | –                               | (669,751)                    |
|                                | Met SA 628 Int G/C PIMCO                         |                     | 3,131,675                 |                                 |                              |
|                                | Met SA 655 Blackrock Int GC                      |                     | 12,513,760                |                                 |                              |
| Monumental                     | Wrapper                                          | AA-/A1              |                           | 15,039                          | (1,147,327)                  |
|                                | IGT BlackRock Core Fixed Income Fund             |                     | 2,136,770                 |                                 |                              |
|                                | IGT Goldman Sachs Core                           |                     | 2,150,728                 |                                 |                              |
|                                | IGT Invesco Core Fixed Income Fund               |                     | 2,144,054                 |                                 |                              |
|                                | IGT Invesco Short-term Bond Fund                 |                     | 12,885,744                |                                 |                              |
|                                | IGT PIMCO Core Fixed Income Fund                 |                     | 2,151,978                 |                                 |                              |
| Pacific Life Insurance         | Wrapper                                          | A+/A1               |                           | –                               | (749,630)                    |
|                                | IGT Invesco Short-term Bond Fund                 |                     | 20,587,323                |                                 |                              |
| Prudential Insurance           | Wrapper                                          | AA-/A2              |                           | –                               | (2,792,479)                  |
|                                | IGT Jennison Intermediate Gov/Credit Fund        |                     | 13,062,970                |                                 |                              |
|                                | IGT Invesco Intermediate Gov/Credit Fund         |                     | 13,032,135                |                                 |                              |
|                                | IGT PIMCO Intermediate Gov/Credit Fund           |                     | 11,210,533                |                                 |                              |
| <b>Short-term investments:</b> |                                                  |                     |                           |                                 |                              |
| Fidelity Management            | Fidelity Money Market                            | N/A                 | 26,452,878                | –                               | –                            |
|                                |                                                  |                     | \$ 174,082,397            | 15,039                          | \$ (7,804,254)               |

The average yield earned by the fund and the average yield based on interest rates credited to participants for the year ended December 31, 2012 was .810% and 2.009%, respectively. There was no change in the value of the fund's investments for the year ended December 31, 2012 due to changes in the fully benefit-responsive status of the Stable Value Fund's investment contracts.

|                                              |                                                                          |                           |                                       |                 |                                            |
|----------------------------------------------|--------------------------------------------------------------------------|---------------------------|---------------------------------------|-----------------|--------------------------------------------|
| Filer: Cameron International Corporation     | Form Type: 11-K                                                          | Period: 12-31-2012        | Job Number: 11-K 12-31-2012 (Cameron) | Rev: 4          | Sequence: 15                               |
| Submission: 11-K                             | Document Name: form11k.htm                                               | Saved: 6/27/2013 12:16:16 | Printed: 6/27/2013 12:16:16           | Filing Services | Created using Disclosure Solutions PROFILE |
| Thomson Reuters Accelus Disclosure Solutions | Description: Cameron International Corporation 11-K 12-31-2012 (Cameron) |                           |                                       |                 |                                            |

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Investments in the PRIMCO Stable Value Fund at December 31, 2011 consisted of the following:

| Contract Issuer                | Security                                    | Major Credit Rating | Investments at Fair Value | Wrapper Contracts at Fair Value | Adjustment to Contract Value |
|--------------------------------|---------------------------------------------|---------------------|---------------------------|---------------------------------|------------------------------|
| Bank of America                | Wrapper                                     | A/A2                |                           | 22,028                          | \$ (1,469,000)               |
|                                | IGT Blackrock Core Fixed Income Fund        |                     | \$ 477,418                |                                 |                              |
|                                | IGT Goldman Sachs Core                      |                     | 474,620                   |                                 |                              |
|                                | IGT Invesco Core Fixed Income Fund          |                     | 475,338                   |                                 |                              |
|                                | IGT Invesco Short-term Bond Fund            |                     | 17,021,169                |                                 |                              |
|                                | IGT PIMCO Core Fixed Income Fund            |                     | 472,915                   |                                 |                              |
| ING                            | Wrapper                                     | A-/A3               |                           | –                               | (1,239,995)                  |
|                                | IGT Invesco Short-term Bond Fund            |                     | 33,183,374                |                                 |                              |
| JP Morgan Chase                | Wrapper                                     | A+/Aa1              |                           | 114,219                         | (1,031,353)                  |
|                                | IGT Invesco Multi-Manager Core Fixed Income |                     | 14,800,997                |                                 |                              |
| Met Life                       | Wrapper                                     | AA-/Aa3             |                           | –                               | (426,847)                    |
|                                | Met SA 628 Int G/C PIMCO                    |                     | 3,076,300                 |                                 |                              |
|                                | Met SA 655 Blackrock Int GC                 |                     | 12,304,870                |                                 |                              |
| Monumental                     | Wrapper                                     | AA-/A1              |                           | 2,116                           | (79,814)                     |
|                                | IGT BlackRock core Fixed Income Fund        |                     | 232,804                   |                                 |                              |
|                                | IGT Goldman Sachs Core                      |                     | 231,534                   |                                 |                              |
|                                | IGT Invesco Core Fixed Income Fund          |                     | 232,188                   |                                 |                              |
|                                | IGT Invesco Short-term Bond Fund            |                     | 1,395,150                 |                                 |                              |
|                                | IGT PIMCO Core Fixed Income Fund            |                     | 230,658                   |                                 |                              |
| Pacific Life Insurance         | Wrapper                                     | A+/A1               |                           | –                               | (939,220)                    |
|                                | IGT Invesco Short-term Bond Fund            |                     | 24,078,264                |                                 |                              |
| Prudential Insurance           | Wrapper                                     | AA-/A2              |                           | –                               | (2,097,141)                  |
|                                | IGT Jennison Intermediate Gov/Credit Fund   |                     | 29,916,785                |                                 |                              |
| <b>Short-term investments:</b> |                                             |                     |                           |                                 |                              |
| Fidelity Management            | Fidelity Money Market                       | N/A                 | 18,117,205                | –                               | –                            |
|                                |                                             |                     | \$ 156,721,589            | 138,363                         | \$ (7,283,370)               |

The average yield earned by the fund and the average yield based on interest rates credited to participants for the year ended December 31, 2011 was 1.348% and 2.792%, respectively. There was no change in the value of the fund's investments for the year ended December 31, 2011 due to changes in the fully benefit-responsive status of the Stable Value Fund's investment contracts.

|                                              |                                                                          |                           |                                            |        |              |
|----------------------------------------------|--------------------------------------------------------------------------|---------------------------|--------------------------------------------|--------|--------------|
| Filer: Cameron International Corporation     | Form Type: 11-K                                                          | Period: 12-31-2012        | Job Number: 11-K 12-31-2012 (Cameron)      | Rev: 4 | Sequence: 16 |
| Submission: 11-K                             | Document Name: form11k.htm                                               | Saved: 6/27/2013 12:16:16 | Printed: 6/27/2013 12:16:16                |        |              |
| Thomson Reuters Accelus Disclosure Solutions | Description: Cameron International Corporation 11-K 12-31-2012 (Cameron) | Filing Services           | Created using Disclosure Solutions PROFILE |        |              |

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#### 4. Income Tax Status

The Plan received a determination letter from the Internal Revenue Service dated November 24, 2009 stating that the Plan is qualified under Section 401(a) of the IRC and, therefore, the related trust is exempt from taxation. Subsequent to the issuance of this determination letter, the Plan was amended. Once qualified, the Plan is required to operate in conformity with the IRC to maintain its qualification. The Plan administrator believes the Plan is being operated in compliance with the applicable requirements of the IRC and, therefore, believes that the Plan, as amended, continues to be qualified, the related trust remains tax exempt, and the Plan is no longer subject to income tax examinations for years prior to 2008.

#### 5. Subsequent Events

On November 15, 2012, the Company and Schlumberger announced their intent to create OneSubsea, a joint venture to manufacture and develop products, systems and services for the subsea oil and gas market. In connection with the formation of the joint venture, a new plan, One SubSea LLC Retirement Savings Plan (OneSubsea Plan) was established. Effective April 1, 2013, all the Company's Subsea division employees' existing balances in the Plan, totaling \$99,968,019, were transferred to the newly created OneSubsea Plan.

The Plan Sponsor has evaluated subsequent events through June 27, 2013, which is the date these financial statements were filed with U.S. Securities and Exchange Commission.

#### 6. Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements at December 31, 2012 and 2011 to the respective Forms 5500:

|                                                                | <b>December 31,</b>            |                              |
|----------------------------------------------------------------|--------------------------------|------------------------------|
|                                                                | <b>2012</b>                    | <b>2011</b>                  |
| Net assets available for benefits per the financial statements | <b>\$ 1,108,020,621</b>        | <b>\$ 952,595,372</b>        |
| Adjustment from contract value to fair value                   | <b>7,473,814</b>               | <b>6,999,080</b>             |
| Net assets available for benefits per Form 5500                | <b><u>\$ 1,115,494,435</u></b> | <b><u>\$ 959,594,452</u></b> |

The following is a reconciliation of the net investment income from the Cameron International Corporation Master Trust per the financial statements for the year ended December 31, 2012 to Form 5500:

|                                                                                                          |                              |
|----------------------------------------------------------------------------------------------------------|------------------------------|
| Net investment gain from the Cameron International Corporation Master Trust per the financial statements | <b>\$ 112,737,545</b>        |
| Adjustment from contract value to fair value at December 31, 2011                                        | <b>(6,999,080)</b>           |
| Adjustment from contract value to fair value at December 31, 2012                                        | <b>7,473,814</b>             |
| Net investment gain from the Cameron International Corporation Master Trust per Form 5500                | <b><u>\$ 113,212,279</u></b> |

|                                              |                                                                          |                           |                                       |                 |                                            |
|----------------------------------------------|--------------------------------------------------------------------------|---------------------------|---------------------------------------|-----------------|--------------------------------------------|
| Filer: Cameron International Corporation     | Form Type: 11-K                                                          | Period: 12-31-2012        | Job Number: 11-K 12-31-2012 (Cameron) | Rev: 4          | Sequence: 17                               |
| Submission: 11-K                             | Document Name: form11k.htm                                               | Saved: 6/27/2013 12:16:16 | Printed: 6/27/2013 12:16:16           | Filing Services | Created using Disclosure Solutions PROFILE |
| Thomson Reuters Accelus Disclosure Solutions | Description: Cameron International Corporation 11-K 12-31-2012 (Cameron) |                           |                                       |                 |                                            |

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Supplemental Schedule

Cameron International Corporation Retirement Savings Plan

Schedule H, Line 4(i) - Schedule of Assets (Held at End of Year)

EIN: 76-0451843 PN: 003

December 31, 2012

| Identity of Issuer                              | Description of Investment                                              | Current Value           |
|-------------------------------------------------|------------------------------------------------------------------------|-------------------------|
| *Cameron International Corporation Master Trust | Master Trust                                                           | \$ 1,089,529,084        |
| *Notes receivable from participants             | Interest rates ranging from 4.25% to 9.25% with varying maturity dates | 25,188,887              |
|                                                 |                                                                        | <u>\$ 1,114,717,971</u> |

\*Party-in-interest

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|                                              |                                                                          |                           |                                       |                 |                                            |
|----------------------------------------------|--------------------------------------------------------------------------|---------------------------|---------------------------------------|-----------------|--------------------------------------------|
| Filer: Cameron International Corporation     | Form Type: 11-K                                                          | Period: 12-31-2012        | Job Number: 11-K 12-31-2012 (Cameron) | Rev: 4          | Sequence: 18                               |
| Submission: 11-K                             | Document Name: form11k.htm                                               | Saved: 6/27/2013 12:16:16 | Printed: 6/27/2013 12:16:16           | Filing Services | Created using Disclosure Solutions PROFILE |
| Thomson Reuters Accelus Disclosure Solutions | Description: Cameron International Corporation 11-K 12-31-2012 (Cameron) |                           |                                       |                 |                                            |

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SIGNATURE

The Plan. Pursuant to the requirements of the Securities Exchange Act of 1934, the members of the Cameron Benefits Committee have duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

CAMERON INTERNATIONAL CORPORATION  
RETIREMENT SAVINGS PLAN

/s/ Roslyn R. Larkey

By: Roslyn R. Larkey  
Member of the Cameron Benefits  
Committee

Date: June 27, 2013

|                                              |                                                                          |                           |                                       |                 |                                            |
|----------------------------------------------|--------------------------------------------------------------------------|---------------------------|---------------------------------------|-----------------|--------------------------------------------|
| Filer: Cameron International Corporation     | Form Type: 11-K                                                          | Period: 12-31-2012        | Job Number: 11-K 12-31-2012 (Cameron) | Rev: 4          | Sequence: 19                               |
| Submission: 11-K                             | Document Name: form11k.htm                                               | Saved: 6/27/2013 12:16:16 | Printed: 6/27/2013 12:16:16           | Filing Services | Created using Disclosure Solutions PROFILE |
| Thomson Reuters Accelus Disclosure Solutions | Description: Cameron International Corporation 11-K 12-31-2012 (Cameron) |                           |                                       |                 |                                            |

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## EXHIBIT INDEX

Exhibit  
No.

Description

- |                      |                                                                                                                                                                                                                                                                                                                                                |
|----------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <a href="#">23.1</a> | Consent of Doeren Mayhew to the incorporation by reference into the Registration Statement (File No. 33-95002) on Form S-8 of Cameron International Corporation of its report, dated June 27, 2013, with respect to the audited financial statements of the Cameron International Corporation Retirement Savings Plan as of December 31, 2012. |
| <a href="#">23.2</a> | Consent of MFR, P.C. to the incorporation by reference into the Registration Statement (File No. 33-95002) on Form S-8 of Cameron International Corporation of its report, dated June 27, 2012, with respect to the audited financial statement of the Cameron International Corporation Retirement Savings Plan as of December 31, 2011.      |

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Filer: Cameron International Corporation  
Submission: 11-K  
Thomson Reuters Accelus Disclosure  
Solutions

Form Type: 11- Period: 12-31-  
K 2012  
Document Name: ex23\_1.htm  
Description: Exhibit 23.1

Job Number: 11-K 12-31-2012  
(Cameron)  
Saved: 6/27/2013 12:16:16

Rev: 4 Sequence: 1  
Printed: 6/27/2013 12:16:16  
Filing Created using Disclosure Solutions  
Services PROFILE

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**Exhibit 23.1**

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in the Registration Statement (No. 33-95002) on Form S-8 of Cameron International Corporation of our report dated June 27, 2013, with respect to the statement of net assets available for benefits of the Cameron International Corporation Retirement Savings Plan and the related statement of changes in net assets available for benefits as of and for the year ended December 31, 2012, and the related supplemental schedule which report appears in the December 31, 2012 annual report on Form 11-K of the Cameron International Corporation Retirement Savings Plan.

Houston, Texas  
June 27, 2013

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Filer: Cameron International Corporation  
Submission: 11-K  
Thomson Reuters Accelus Disclosure  
Solutions

Form Type: 11- Period: 12-31-  
K 2012  
Document Name: ex23\_2.htm  
Description: Exhibit 23.2

Job Number: 11-K 12-31-2012  
(Cameron)  
Saved: 6/27/2013 12:16:16

Rev: 4 Sequence: 1  
Printed: 6/27/2013 12:16:16  
Filing Created using Disclosure Solutions  
Services PROFILE

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**Exhibit 23.2**

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in the Registration Statement (No. 33-95002) on Form S-8 of Cameron International Corporation of our report dated June 27, 2012, with respect to the statement of net assets available for benefits of the Cameron International Corporation Retirement Savings Plan for the year ended December 31, 2011, which report appears in the December 31, 2011 annual report on Form 11-K of the Cameron International Corporation Retirement Savings Plan.

Houston, Texas  
June 27, 2013

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|                         |                                                                  |
|-------------------------|------------------------------------------------------------------|
| <b>Plan Name</b>        | <b>Cameron International Corporation Retirement Savings Plan</b> |
| <b>Plan Sponsor EIN</b> | <b>76-0451843</b>                                                |
| <b>ERISA Plan #</b>     | <b>003</b>                                                       |
| <b>Plan Year Ending</b> | <b>December 31, 2012</b>                                         |

The required attachment marked with an “X” in the Attachment column is included within the Accountant’s Opinion attachment to Sch. H, Part III, Line 3, which consists of the entire audit report issued by the plan’s Independent Qualified Public Accountant (IQPA).

| <b>Form / Schedule</b> | <b>Line #</b> | <b>Description</b>                                          | <b>Attachment</b> |
|------------------------|---------------|-------------------------------------------------------------|-------------------|
| 5500 Sch. H            | Line 3        | Financial statements used in formulating the IQPA's opinion | X                 |
| 5500 Sch. H            | Line 4i       | Schedule of Assets (Held at End of Year)                    | X                 |
| 5500 Sch. H            | Line 4i       | Schedule of Assets (Acquired and Disposed of Within Year)   |                   |
| 5500 Sch. H            | Line 4j       | Schedule of Reportable Transactions                         |                   |
| 5500 Sch. H            | Line 4a       | Schedule of Delinquent Participant Contributions            |                   |

|                         |                                                                  |
|-------------------------|------------------------------------------------------------------|
| <b>Plan Name</b>        | <b>Cameron International Corporation Retirement Savings Plan</b> |
| <b>Plan Sponsor EIN</b> | <b>76-0451843</b>                                                |
| <b>ERISA Plan #</b>     | <b>003</b>                                                       |
| <b>Plan Year Ending</b> | <b>December 31, 2012</b>                                         |

The required attachment marked with an “X” in the Attachment column is included within the Accountant’s Opinion attachment to Sch. H, Part III, Line 3, which consists of the entire audit report issued by the plan’s Independent Qualified Public Accountant (IQPA).

| <b>Form / Schedule</b> | <b>Line #</b> | <b>Description</b>                                          | <b>Attachment</b> |
|------------------------|---------------|-------------------------------------------------------------|-------------------|
| 5500 Sch. H            | Line 3        | Financial statements used in formulating the IQPA's opinion | X                 |
| 5500 Sch. H            | Line 4i       | Schedule of Assets (Held at End of Year)                    | X                 |
| 5500 Sch. H            | Line 4i       | Schedule of Assets (Acquired and Disposed of Within Year)   |                   |
| 5500 Sch. H            | Line 4j       | Schedule of Reportable Transactions                         |                   |
| 5500 Sch. H            | Line 4a       | Schedule of Delinquent Participant Contributions            |                   |