

MRC GLOBAL INC.
Form 4
February 20, 2014

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Lane Andrew R

(Last) (First) (Middle)
2 HOUSTON CENTER, 909
FANNIN, SUITE 3100
(Street)

HOUSTON, TX 77010

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
MRC GLOBAL INC. [MRC]

3. Date of Earliest Transaction
(Month/Day/Year)
02/18/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman, President and CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)
				(A) or (D)	Amount or Price		
Common Stock	02/18/2014		A	V	36,263 (1)	A	\$ 0 36,263 D
Common Stock	02/18/2014		G(2)	V	36,263 (1)	D	\$ 0 0 D
Common Stock	02/18/2014		G(2)	V	36,263 (1)	A	\$ 0 211,979 I Through A Limited Partnership

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

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
Stock Options (Right to Buy)	\$ 29.3	02/18/2014		A	88,927	<u>(3)</u> 02/18/2024	Common Stock	88,927
Stock Options (Right to Buy)	\$ 29.3	02/18/2014		G ⁽⁴⁾	V 88,927	<u>(3)</u> 02/18/2024	Common Stock	88,927
Stock Options (Right to Buy)	\$ 29.3	02/18/2014		G ⁽⁴⁾	V 88,927	<u>(3)</u> 02/18/2024	Common Stock	88,927

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Lane Andrew R 2 HOUSTON CENTER 909 FANNIN, SUITE 3100 HOUSTON, TX 77010	X		Chairman, President and CEO	

Signatures

/s/ Daniel J. Churay,
Attorney-in-fact

02/20/2014

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) 25% of the shares of restricted Common Stock reported above will vest on each of 2/18/2015, 2/18/2016, 2/18/2017 and 2/18/2018, conditioned on the reporting person's continued service with the issuer and subject to accelerated vesting under certain circumstances.

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- (2) The reporting person transferred the restricted Common Stock as a gift to a family limited partnership.
33% of the options reported above will become exercisable on 2/18/2015, 33% of the options reported above will become exercisable on
- (3) 2/18/2016 and 34% of the options reported above will become exercisable on 2/18/2017, each conditioned on the reporting person's continued service with the issuer and subject to accelerated vesting under certain circumstances.
- (4) The reporting person transferred the options as a gift to a family limited partnership.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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