

MRC GLOBAL INC.
Form 4
July 13, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
GOLDMAN SACHS GROUP INC

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
200 WEST STREET
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
07/10/2012

____ Director ____X__ 10% Owner
____ Officer (give title below) ____ Other (specify below)

NEW YORK, NY 10282

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

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

(City) (State) (Zip)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | | | | (A) or (D) Price | 78,532,208 | I | See footnotes (1) (2) (3) (4) (5) (6) (7) (8) |

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

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SEC 1474 (9-02)

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

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| 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 Option (right to buy) | \$ 21.45 | 07/10/2012 | | A | 35,958 | 07/10/2013 07/10/2022 | Common Stock | 35,958 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|--------------------------------|
| | Director | 10% Owner | Officer | Other |
| GOLDMAN SACHS GROUP INC 200 WEST STREET NEW YORK, NY 10282 | | X | | |
| GOLDMAN SACHS & CO 200 WEST STREET NEW YORK, NY 10282 | | X | | See footnotes (1), (2) and (3) |
| GSCP V ADVISORS, L.L.C. 200 WEST STREET NEW YORK, NY 10282 | | X | | |
| GSCP V OFFSHORE ADVISORS, L.L.C. 200 WEST STREET NEW YORK, NY 10282 | | X | | |
| GS ADVISORS V, L.L.C. 200 WEST STREET NEW YORK, NY 10282 | | X | | |
| GOLDMAN, SACHS MANAGEMENT GP GMBH 200 WEST STREET NEW YORK, NY 10282 | | X | | |
| GSCP VI Advisors, L.L.C. 200 WEST STREET NEW YORK, NY 10282 | | X | | |
| GSCP VI Offshore Advisors, L.L.C. 200 WEST STREET NEW YORK, NY 10282 | | X | | |
| | | X | | |

GS Advisors VI, L.L.C.
200 WEST STREET
NEW YORK, NY 10282

GS CAPITAL PARTNERS V FUND, L.P.
200 WEST STREET
NEW YORK, NY 10282

X

Signatures

| | |
|---|------------|
| /s/ Kevin P. Treanor, Attorney-in-fact | 07/13/2012 |
| __Signature of Reporting Person | Date |
| /s/ Kevin P. Treanor, Attorney-in-fact | 07/13/2012 |
| __Signature of Reporting Person | Date |
| /s/ Kevin P. Treanor, Attorney-in-fact | 07/13/2012 |
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| /s/ Kevin P. Treanor, Attorney-in-fact | 07/13/2012 |
| __Signature of Reporting Person | Date |
| /s/ Kevin P. Treanor, Attorney-in-fact | 07/13/2012 |
| __Signature of Reporting Person | Date |

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) See Exhibit 99.1 for text of footnote (1).

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- (2) See Exhibit 99.1 for text of footnote (2).
- (3) See Exhibit 99.1 for text of footnote (3).
- (4) See Exhibit 99.1 for text of footnote (4).
- (5) See Exhibit 99.1 for text of footnote (5).
- (6) See Exhibit 99.1 for text of footnote (6).
- (7) See Exhibit 99.1 for text of footnote (7).
- (8) See Exhibit 99.1 for text of footnote (8).
- (9) See Exhibit 99.1 for text of footnote (9).

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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