

CHICAGO BRIDGE & IRON CO N V  
Form 4  
March 23, 2005

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
GOODRICH RICHARD E

2. Issuer Name and Ticker or Trading Symbol  
CHICAGO BRIDGE & IRON CO N V [CBI]

5. Relationship of Reporting Person(s) to Issuer  
(Check all applicable)

(Last) (First) (Middle)  
2103 RESEARCH FOREST DRIVE  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
03/21/2005

\_\_\_\_ Director  
 Officer (give title below) \_\_\_\_\_ 10% Owner  
\_\_\_\_\_ Other (specify below)  
Exec VP & CFO

THE WOODLANDS, TX 77380  
(City) (State) (Zip)

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

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	03/21/2005		S		3,243	D	\$ 45.3056
Common Stock	03/21/2005		M		3,175	A	\$ 14.8
Common Stock	03/21/2005		S		57	D	\$ 45.27
Common Stock	03/21/2005		S		2,550	D	\$ 45.26
Common Stock	03/21/2005		S		300	D	\$ 45.25

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Common Stock	03/21/2005	S	200	D	\$ 45.24	1,103	D
Common Stock	03/21/2005	S	50	D	\$ 45.23	1,053	D
Common Stock	03/21/2005	S	18	D	\$ 45.2	1,035	D
Common Stock	03/21/2005	M	13,686	A	\$ 14.8	14,721	D
Common Stock	03/21/2005	S	132	D	\$ 45.2	14,589	D
Common Stock	03/21/2005	S	50	D	\$ 45.18	14,539	D
Common Stock	03/21/2005	S	200	D	\$ 45.17	14,339	D
Common Stock	03/21/2005	S	50	D	\$ 45.16	14,289	D
Common Stock	03/21/2005	S	350	D	\$ 45.15	13,939	D
Common Stock	03/21/2005	S	150	D	\$ 45.14	13,789	D
Common Stock	03/21/2005	S	1,000	D	\$ 45.13	12,789	D
Common Stock	03/21/2005	S	354	D	\$ 45.12	12,435	D
Common Stock	03/21/2005	S	150	D	\$ 45.11	12,285	D
Common Stock	03/21/2005	S	400	D	\$ 45.1	11,885	D
Common Stock	03/21/2005	S	800	D	\$ 45.09	11,085	D
Common Stock	03/21/2005	S	150	D	\$ 45.08	10,935	D
Common Stock	03/21/2005	S	350	D	\$ 45.07	10,585	D
Common Stock	03/21/2005	S	600	D	\$ 45.06	9,985	D
Common Stock	03/21/2005	S	1,150	D	\$ 45.05	8,835	D
Common Stock	03/21/2005	S	650	D	\$ 45.04	8,185	D
	03/21/2005	S	800	D	\$ 45.03	7,385	D

Common  
Stock

Common Stock	03/21/2005	S	100	D	\$ 45.02	7,285	D
Common Stock	03/21/2005	S	3,950	D	\$ 45.01	3,335	D
Common Stock	03/21/2005	S	2,300	D	\$ 45	1,035	D

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

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(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	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)	8. Price or Value of Underlying Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 13.55	03/21/2005		M	3,175	<u>(1)</u>	<u>(1)</u>	Common Stock	3,175
Stock Option (Right to Buy)	\$ 14.8	03/21/2005		M	13,686	<u>(2)</u>	<u>(2)</u>	Common Stock	13,686

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOODRICH RICHARD E 2103 RESEARCH FOREST DRIVE THE WOODLANDS, TX 77380			Exec VP & CFO	

## Signatures

Richard E.  
Goodrich

03/23/2005

\_\_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) Options are exercisable 2/21/03, 2/21/04 and 2/21/05 and expire 2/21/2012.
  - (2) Options are exercisable 2/27/04 and 2/27/05 and expire 2/27/2013.

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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