

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
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1. Name and Address of Reporting Person* <u>Baker Peyton S.</u> (Last) (First) (Middle) 13024 BALLANTYNE CORPORATE PLACE SUITE 700 (Street) CHARLOTTE NC 28277 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Babcock & Wilcox Co [BWC]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title below) Other (specify below) President - NOG
	3. Date of Earliest Transaction (Month/Day/Year) 03/04/2014	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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	03/04/2014		A		7,475	A	\$0	22,291	D	
Common Stock	03/04/2014		M		475	A	\$0	22,766	D	
Common Stock	03/04/2014		F		2,736	D	\$32.93	20,030	D	
Common Stock	03/05/2014		M		1,335	A	\$0	21,365	D	
Common Stock	03/05/2014		F		441	D	\$33.09	20,924	D	
Common Stock								1,748 ⁽¹⁾	I	401k Plan

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Restricted Stock Units	\$0	03/04/2014		M			433	(2)	03/04/2014	Common Stock	433	\$0	0	D	
Restricted Stock Units	\$0	03/04/2014		M ⁽³⁾			42	(4)	03/04/2016	Common Stock	42	\$0	4,179 ⁽³⁾	D	
Restricted Stock Units	\$0	03/05/2014		M			1,335	(5)	03/05/2015	Common Stock	1,335	\$0	667	D	

Explanation of Responses:

- Based on number of units held in the BWC Thrift Plan and the fair market value of BWC common stock as of March 4, 2014.
- RSUs vest in three equal annual installments beginning March 4, 2012.
- The reporting person elected to defer receipt of all shares underlying the RSUs. On March 4, 2014, 2,111 RSUs vested and 42 of those shares were withheld to fulfill tax obligations. In accordance with his deferral election, vested shares will be delivered to the reporting person in one lump sum six months following termination of employment.
- RSUs vest in three equal annual installments beginning March 4, 2014.
- RSUs vest in three annual installments beginning March 5, 2013.

Remarks:

Peyton S. Baker, by Angela P. Winter, attorney-in-fact 03/06/2014

** Signature of Reporting Person Date

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

* 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).

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

