FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT	OF CHANGES	IN BENEFICIAL	OWNERSHIP

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).

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

1. Name and Address of Reporting Person* <u>Baker Peyton S.</u>				2. Issuer Name and Ticker or Trading Symbol Babcock & Wilcox Co [BWC]										ck all appli Directo	cable) or	g Per	son(s) to Iss	vner			
(Last) (First) (Middle) 13024 BALLANTYNE CORPORATE PLACE SUITE 700				3. Date of Earliest Transaction (Month/Day/Year) 03/04/2012										X	Officer (give title below) President - N		Other (s below)	specify			
(Street) CHARL(OTTE N		28277 (Zip)		4. 11	4. If Amendment, Date of Original Filed (Month/Day/Year)									6. Inc Line) X	ividual or Joint/Group Filing (Check Applicable Form filed by One Reporting Person Form filed by More than One Reporting Person				n	
		Tab	le I - No	n-Deriv	vative	e Se	curit	ies A	cqı	uired, I	Dis	posed o	of, c	or Be	nefic	ially	/ Owned	ı			
Date		Date	nsaction n/Day/Year)		2A. Deemed Execution Date, if any (Month/Day/Year)		<i>'</i>	3. Transaction Code (Instr.		4. Securities Acquired (A Disposed Of (D) (Instr. 3, 5)			and Securit		es	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	n: Direct or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
							, ,			v	Amount	(A) or (D)		Pri	се		Reported Transaction(s) (Instr. 3 and 4)				
Common Stock			03/04	03/04/2012					M		1,306	5	A		\$ <mark>0</mark>	10	,886		D		
Common Stock		03/0	03/04/2012					F		467		D	\$2	26.91	10	,419		D			
Common Stock		03/0	3/04/2012					M		1,301	1	A		\$ <mark>0</mark>	11,	,720		D			
Common Stock			03/0	04/2012					F		465		D	\$2	26.91	11,255			D		
Common Stock															1,1	170(1)			401k Plan		
		٦	able II -									osed of onverti					Owned				
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. Transactio Code (Inst 8)				Ex	6. Date Exercisa Expiration Date (Month/Day/Yea			Am Sec Und Der	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)			3. Price of Derivative Security Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s (Instr. 4)	ly	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					Code	v	(A)	(D)		ate kercisable		kpiration ate	Title	e	Amo or Num of Shar	ber					
Restricted Stock Units	\$0	03/04/2012			M ⁽²⁾			1,306		(3)	0	3/04/2013		mmon tock	1,3	06	\$0	1,306		D	
Restricted Stock	\$0	03/04/2012			M ⁽²⁾			1,301		(4)	0	3/04/2014		mmon tock	1,3	01	\$0	1,300		D	

Explanation of Responses:

- 1. Based on number of units held in the BWC Thrift Plan and the fair market value of BWC common stock as of March 5, 2012.
- 2. Each restricted stock unit represents a contingent right to receive one share of BWC common stock.
- 3. RSUs vest in three equal annual installments beginning March 4, 2011.
- 4. RSUs vest in three equal annual installments beginning March 4, 2012.

Angela P. Winter, attorney-in-<u>fact</u>

** Signature of Reporting Person

03/06/2012

Remarks:

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.

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