SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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[*]	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
Baker Peyton S.	Babcock & Wilcox Co [BWC]	

(Last) (First) (Middle)	3. Date of Earliest Transaction (Month/Day/Year)	
13024 BALLANTYNE CORPORATE PLACE SUITE 700	03/04/2012	

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

	Director		10% Owner
X	Officer (give title below)		Other (specify below)
	President - NOG		

(Street)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)
CHARLOTTE NC 28277		X Form filed by One Reporting Person
(City) (State) (Zip)		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	03/04/2012		M		1,306	A	$0	10,886	D	
Common Stock	03/04/2012		F		467	D	$26.91	10,419	D	
Common Stock	03/04/2012		M		1,301	A	$0	11,720	D	
Common Stock	03/04/2012		F		465	D	$26.91	11,255	D	
Common Stock								1,170[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	Amount or Number of Shares				
Restricted Stock Units	$0	03/04/2012		M[2]			1,306	[3]	03/04/2013	Common Stock	1,306	$0	1,306	D	
Restricted Stock Units	$0	03/04/2012		M[2]			1,301	[4]	03/04/2014	Common Stock	1,301	$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.

Remarks:

Angela P. Winter, attorney-in-fact	03/06/2012
** Signature of Reporting Person	Date