

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

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	
OMB Number:	3235-0104
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<b>1. Name and Address of Reporting Person*</b> <u>Lees Michael D</u>  (Last) (First) (Middle) 13024 BALLANTYNE CORPORATE PLACE SUITE 700  (Street) CHARLOTTE NC 28277  (City) (State) (Zip)	<b>2. Date of Event Requiring Statement (Month/Day/Year)</b> 01/11/2012	<b>3. Issuer Name and Ticker or Trading Symbol (Check all applicable)</b> <u>Babcock &amp; Wilcox Co [ BWC ]</u>	
		<b>4. Relationship of Reporting Person(s) to Issuer (Check all applicable)</b> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) President - NE	<b>5. If Amendment, Date of Original Filed (Month/Day/Year)</b>  <b>6. Individual or Joint/Group Filing (Check Applicable Line)</b> <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	9,960	D	

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
Stock Options (right to buy)	(1)	03/05/2016	Common Stock 4,815	10.58	D	
Stock Options (right to buy)	(2)	03/04/2017	Common Stock 3,193	24.55	D	
Stock Options (right to buy)	(3)	03/04/2018	Common Stock 5,529	34.55	D	
Restricted Stock Units	(4)	03/05/2012	Common Stock 2,639	0	D	
Restricted Stock Units	(5)	03/04/2013	Common Stock 3,350	0	D	
Restricted Stock Units	(6)	03/04/2014	Common Stock 1,749	0	D	

**Explanation of Responses:**

- 1/3 of the stock options vested on March 5, 2010 and the remainder vests in two equal annual installments beginning March 5, 2011.
- Stock options vest in three equal annual installments beginning March 4, 2011.
- Stock options vest in three equal annual installments beginning March 4, 2012.
- 1/3 of the RSUs vested on March 5, 2010 and the remainder vests in two equal annual installments beginning March 5, 2011.
- RSUs vest in three equal annual installments beginning March 4, 2011.
- RSUs vest in three equal annual installments beginning March 4, 2012.

**Remarks:**

Michael D. Lees, by Angela P. Winter, attorney-in-fact 01/19/2012

\*\* 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 5 (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.

LIMITED POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints each of Benjamin H. Bash, James D. Canafax, and Angela P. Winter and, signing singly,

- (1) prepare, execute in the undersigned's name and on the undersigned's behalf, and submit to the U.S. Securities and Exchange Commission (the SEC) a Form ID, including
- (2) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of The Babcock & Wilcox Company (the Company), Forms 3, 4, and 5,
- (3) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5, complete
- (4) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of the undersigned.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, and proper to carry out the above and to execute the same.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's securities.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 17th day of January, 2012.

Signature: /s/ MICHAEL D. LEES

Print Name: Michael D. Lees