

OMB APPROVAL	
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**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

1. Name and Address of Reporting Person * <u>Taff Michael 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 &amp; Wilcox Co [ BWC ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>SVP and CFO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>07/30/2011</u>	

**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	07/30/2011		F		9,317	D	\$24.98	66,019	D	
Common Stock	07/30/2011		M		8,229	A	\$0	74,248	D	
Common Stock	07/30/2011		F		3,100	D	\$24.98	71,148	D	
Common Stock	07/30/2011		M		17,245	A	\$0	88,393	D	
Common Stock	07/30/2011		F		6,215	D	\$24.98	82,178	D	
Common Stock	07/30/2011		M		9,932	A	\$0	92,110	D	
Common Stock	07/30/2011		F		3,552	D	\$24.98	88,558	D	
Common Stock								989 <sup>(1)</sup>	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
Common Stock	\$0	07/30/2011		M <sup>(2)</sup>			8,229	(3)	03/04/2013	Common Stock	8,229	\$0	0	D	
Common Stock	\$0	07/30/2011		M <sup>(2)</sup>			17,245	(3)	03/05/2012	Common Stock	17,245	\$0	0	D	
Common Stock	\$0	07/30/2011		M <sup>(2)</sup>			9,932	(3)	03/05/2012	Common Stock	9,932	\$0	0	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 April 1, 2011.
- Each restricted stock unit represents a contingent right to receive one share of BWC common stock.
- Vesting accelerated pursuant to the Restructuring Transaction Retention Agreement.

**Remarks:**

Angela P. Winter, attorney-in-fact 08/02/2011

\*\* 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.

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