

**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	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>Black David 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>Vice President and CAO</u>
	3. Date of Earliest Transaction (Month/Day/Year) 03/10/2011	
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	03/10/2011		M		6,012	A	\$10.58	28,914	D	
Common Stock	03/10/2011		S		6,012	D	(1)	22,902	D	
Common Stock	03/10/2011		M		3,271	A	\$24.55	26,173	D	
Common Stock	03/10/2011		S		3,271	D	(2)	22,902	D	
Common Stock	03/10/2011		S		7,500	D	(3)	15,402	D	
Common Stock								1,635 <sup>(4)</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					
Stock Options (right to buy)	\$10.58	03/10/2011		M		6,012	(5)	03/05/2016	Common Stock	6,012	\$0	6,011	D	
Stock Options (right to buy)	\$24.55	03/10/2011		M		3,271	(6)	03/04/2017	Common Stock	3,271	\$0	6,544	D	

**Explanation of Responses:**

- 6,012 shares sold on March 10, 2011 as follows: 400@\$34.9500; 200@\$34.9650; 100@\$34.9900; 400@\$35.0000; 500@\$35.0020; 500@\$35.0100; 1,231@\$35.0200; 200@\$35.0250; 200@\$35.0275; 800@\$35.0300; 300@\$35.0417; 200@\$35.0850; 100@\$35.1000; 691@\$35.1100; 100@\$35.1150; 90@\$35.1200.
- 3,271 shares sold on March 10, 2011 as follows: 300@\$34.9300; 600@\$35.0000; 400@\$35.0138; 200@\$35.0200; 100@\$35.0300; 200@\$35.0450; 352@\$35.0728; 100@\$35.0800; 100@\$35.1000; 109@\$35.1100; 400@\$35.1175; 310@\$35.1200; 100@\$35.1300.
- 7,500 shares sold on March 10, 2011 as follows: 400@\$34.94; 200@\$34.95; 300@\$34.98; 100@\$34.9875; 200@\$34.9888; 1,000@\$35.00; 500@\$35.002; 1,187@\$35.01; 315@\$35.0132; 200@\$35.02; 400@\$35.0275; 300@\$35.03; 158@\$35.0373; 400@\$35.04; 300@\$35.0417; 242@\$35.0645; 100@\$35.07; 398@\$35.0701; 100@\$35.08; 300@\$35.09; 100@\$35.10; 200@\$35.12; 100@\$35.13.
- Based on number of units held in the BWC Thrift Plan and the fair market value of BWC common stock as of March 10, 2011.
- Stock options vest in two equal annual installments beginning March 5, 2011.
- Stock options vest in three equal annual installments beginning March 4, 2011.

**Remarks:**

Angela P. Winter, attorney-in-fact 03/11/2011

\*\* 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.

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.