## FORM 4

#### UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington,	D.C.	20549

Check this box if no longer subject to
Section 16. Form 4 or Form 5
obligations may continue. See
Instruction 1(h)

### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL

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

Name and Address of Reporting Person*     Gedeon Elias					2. Issuer Name <b>and</b> Ticker or Trading Symbol  Babcock & Wilcox Co [ BWC ]								5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
Geneou Puga													Direc	tor		10% Ov	vner	
														er (give title			pecify	
(Last)	(F	irst)	(Middle)	3.	3. Date of Earliest Transaction (Month/Day/Year)								X below	1)		below)		
` '	•	•	. ,		03/02/2015								SVP & Chief Bus. Dev. Officer					
13024 B	ALLANTY	NE CORPORA	ΓE PLACE	"	33,32,2310													
SUITE 7	'00																	
JOIL /	00			4. If Amondment, Date of Original Filed (Month/Day/Moor)								6 Individual or Jaint/Croup Filing (Cheek Applicable						
			—   <sup>4.</sup>	4. If Amendment, Date of Original Filed (Month/Day/Year)								6. Individual or Joint/Group Filing (Check Applicable Line)						
(Street)												-"	,	filed by On	o Don	orting Person	_	
CHARL	OTTE N	C	28277										X Form	illed by On	е кер	Jilliy Persoi	''	
OHHED 110 2027/													Form filed by More than One Reporting					
				_									Person					
(City)	(S	tate)	(Zip)															
		Tab	le I - Non-De	rivativ	e Se	curities	s Ac	quired, D	ispo	sed o	f, or Be	neficia	lly Owne	d				
1. Title of	Security (Inst	tr. 3)	2. Ti	ansactio	n  :	3.	3. 4. Securities Acquired (A)				5. Amo	unt of			7. Nature			
Date					Execution					Disposed Of (D) (Instr. 3, 4		tr. 3, 4 an					of Indirect	
(Month/E						ay/Year)   if any (Month/Day/Yea			Code (Instr.   5)				Benefic	ially Following			Beneficial Ownership	
					(Month/Day/real)			1) 8)						Reported			(Instr. 4)	
							Code V Amount		(A) or Price		Transa	Transaction(s) (Instr. 3 and 4)						
								(D)				(Instr. s	s and 4)					
		-	Гable II - Der										/ Owned					
			(e.g	., puts	, call	s, warr	ants	s, options	, coi	nvertil	ble secu	irities)						
1. Title of	2. 3. Transaction 3A. Deemed				. 5. Numbe		oer	6. Date Exercisable and		7. Title and Amou		8. Price o	9. Numbe	er of	10.	11. Nature		
Derivative	Conversion	rsion Date rcise (Month/Day/Year)	Execution Date,	ate, Trans Code		of Derivative		Expiration Date (Month/Day/Year)			of Securities Underlying		Derivative	derivative Securities	е	Ownership	p of Indirect	
Security	or Exercise		if any		(Instr.								Security			Form:	Beneficial	
(Instr. 3)	Price of Derivative								(Instr. 5)	Beneficia Owned	ally	Direct (D) or Indirect	Ownership (Instr. 4)					
	Security								iu <del>-</del> ,		Following		(I) (Instr. 4)	(111311.4)				
	Disposed									Reported			1 1					
			of (D) (Instr. 3, 4 and 5)								Transaction(s) (Instr. 4)							
					1	0, 1 4.114	, 		_				-	(				
									1			Amount or	1				1 1	
									1			Number	1				1 1	
				1	l	l	l	Date		oiration	l	of					1 1	
				Code	V	(A)	(D)	Exercisable	Date	е	Title	Shares						
Restricted									1								1 1	
Stock	\$0	03/02/2015		A <sup>(1)</sup>		3,519		(2)	03/0	02/2018	Common Stock	3,519	\$0	3,51	9	D	1 1	
Units									1		Stock						1 1	
Restricted									1									
Stock	\$0	03/02/2015		A <sup>(1)</sup>		3,408		(3)	03/0	02/2018	Common	3,408	\$0	3,40	8	D	1 1	
Units	••	05,02,2015		11		] 5,.55		''	1		Stock	5,.50	•	]	-	~		
				+					+				+	+			<del>                                     </del>	
Stock											Common							
Options (right to	\$30.92	03/02/2015		A <sup>(4)</sup>		18,993		(5)	03/0	02/2025	Common Stock	18,993	\$0	18,99	93	D		
buy)											""		1				1	

#### **Explanation of Responses:**

- 1. Grant of restricted stock units pursuant to the Amended and Restated 2010 Long-Term Incentive Plan of The Babcock & Wilcox Company. Each restricted stock unit represents a contingent right to receive one share of BWC common stock.
- 2. 100% of the RSUs vest on March 2, 2018.
- 3. RSUs vest in three equal annual installments beginning March 2, 2016.
- 4. Grant of stock options pursuant to the Amended and Restated 2010 Long-Term Incentive Plan of The Babcock & Wilcox Company.
- $5. \ Stock \ options \ vest \ in \ three \ equal \ annual \ installments \ beginning \ March \ 2, \ 2016.$

# Remarks:

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

03/04/2015

\*\* 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.

 $Persons \ who \ respond \ to \ the \ collection \ of \ information \ contained \ in \ this \ form \ are \ not \ required \ to \ respond \ unless \ the \ form \ displays \ a \ currently \ valid \ OMB \ Number.$