

**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>MCWILLIAMS D BRADLEY</u>			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) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>08/02/2010</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
13024 BALLANTYNE CORPORATE PLACE SUITE 700			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>CHARLOTTE NC 28277</u>								
(City) (State) (Zip)								

**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								13,466 <sup>(1)</sup>	D	

**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
Stock Options (right to buy)	\$6.51	08/02/2010		A <sup>(2)</sup>	V	7,500		(3)	05/12/2015	Common Stock	7,500	\$0	7,500	D	
Stock Options (right to buy)	\$2.43	08/02/2010		A <sup>(2)</sup>	V	7,500		(3)	05/13/2014	Common Stock	7,500	\$0	7,500	D	
Stock Options (right to buy)	\$27.93	08/02/2010		A <sup>(2)</sup>	V	450		(3)	05/04/2017	Common Stock	450	\$0	450	D	
Stock Options (right to buy)	\$20.24	08/02/2010		A <sup>(2)</sup>	V	1,350		(3)	05/03/2016	Common Stock	1,350	\$0	1,350	D	
Stock Options (right to buy)	\$6.43	08/02/2010		A <sup>(2)</sup>	V	450		(3)	05/04/2015	Common Stock	450	\$0	450	D	
Stock Options (right to buy)	\$2.82	08/02/2010		A <sup>(2)</sup>	V	1,350		(3)	05/05/2014	Common Stock	1,350	\$0	1,350	D	
Stock Options (right to buy)	\$1.36	08/02/2010		A <sup>(2)</sup>	V	338		(3)	08/15/2013	Common Stock	338	\$0	338	D	

**Explanation of Responses:**

- Includes shares of BWC common stock acquired in the pro-rata distribution of BWC common stock from McDermott International, Inc. ("MII") (the "Spin-off").
- Grant of stock options received in connection with the Spin-off and converted from MII stock options held by the Reporting Person as of the Spin-off.
- 100% of stock options are vested.

**Remarks:**

Angela P. Winter

08/11/2010

\*\* 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.**