

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>Nash Winfred D</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 & Wilcox Co [BWC]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) Other (specify below) X President - NOG
	3. Date of Earliest Transaction (Month/Day/Year) 03/04/2011	

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	03/04/2011		M		2,954	A	\$0	21,721 ⁽¹⁾	D	
Common Stock	03/04/2011		F		951	D	\$34.55	20,770 ⁽¹⁾	D	
Common Stock	03/04/2011		M		325	A	\$10.58	21,095 ⁽¹⁾	D	
Common Stock	03/04/2011		S		325	D	\$35.2	20,770 ⁽¹⁾	D	
Common Stock	03/05/2011		M		5,659	A	\$0	26,429 ⁽¹⁾	D	
Common Stock	03/05/2011		F		1,822	D	\$34.55	24,607 ⁽¹⁾	D	
Common Stock	03/05/2011		M		4,344	A	\$0	28,951 ⁽¹⁾	D	
Common Stock	03/05/2011		F		1,398	A	\$34.55	27,553 ⁽¹⁾	D	
Common Stock								457 ⁽²⁾	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					
Restricted Stock Units	\$0	03/04/2011		M ⁽³⁾		2,954	(4)	03/04/2013	Common Stock	2,954	\$0	5,906	D	
Stock Options (right to buy)	\$10.58	03/04/2011		M		325	(5)	03/05/2016	Common Stock	325	\$0	17,798	D	
Restricted Stock Units	\$0	03/05/2011		M ⁽³⁾		5,659	(6)(7)	03/05/2012	Common Stock	5,659	\$0	2,829	D	
Restricted Stock Units	\$0	03/05/2011		M ⁽³⁾		4,344	(7)(8)	03/05/2012	Common Stock	4,344	\$0	2,238	D	

Explanation of Responses:

- Disregarding duplicate Form 4 filed in error on March 7, 2011.
- Based on number of units held in the BWC Thrift Plan and the fair market value of BWC common stock as of March 4, 2011.
- Each restricted stock unit represents a contingent right to receive one share of BWC common stock.
- RSUs vest in three equal annual installments beginning March 4, 2011.
- 1/3 of the stock options vested on March 5, 2010 and the remainder will vest in two equal annual installments beginning March 5, 2011.
- RSUs vest in two equal annual installments beginning March 5, 2011.
- In accordance with the terms of the award, a portion of the RSUs were subject to accelerated vesting.

8. 100% of the RSUs vest on March 5, 2012.

Remarks:

Angela P. Winter, attorney-in-
fact 03/08/2011

** 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.