Babcock & Wilcox Co Form 4/A August 03, 2010

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

2 Jaguar Nama and Tiakar or Trading

OMB 3235-0287

OMB APPROVAL

Number:

Expires:

5 Relationship of Reporting Person(s) to

D

January 31, 2005

Estimated average burden hours per

response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

07/09/2010

Stock

See Instruction

| | MCDERM | OTT INTERNAT | ΓΙΟΝΑL _{Sy} | 2. Issuer Name and Ticker or Trading Symbol | Issuer | | | | |
|-----------------------|--------------------------------------|---|--|--|--|--|--|--|--|
| | INC | · | | Babcock & Wilcox Co [BWC] | (Check all applicable) | | | | |
| | (Last) | (First) | (Middle) 3. | 3. Date of Earliest Transaction | | | | | |
| 777 N. ELDRIDGE PKWY. | | | | Month/Day/Year) 07/09/2010 | Director X 10% Owner Officer (give title below) Other (specify below) | | | | |
| | | (Street) | 4. | . If Amendment, Date Original | 6. Individual or Joint/Group Filing(Check | | | | |
| HOUSTON, TX 77079 | | | | Filed(Month/Day/Year) 07/13/2010 | Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person | | | | |
| | (City) | (State) | (Zip) | Table I - Non-Derivative Securities A | quired, Disposed of, or Beneficially Owned | | | | |
| | 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Datany (Month/Day/Y | Code (Instr. 3, 4 and 5) (Year) (Instr. 8) (A) or | A) or 5. Amount of 6. 7. Nature of Securities Ownership Indirect Beneficially Form: Beneficial Owned Direct (D) Ownership Following or Indirect (Instr. 4) Reported (I) Transaction(s) (Instr. 4) Price (Instr. 3 and 4) | | | | |
| | Common | 07/09/2010 | | I(1) 116 225 732 D | t 0 0 0 0 0 1 | | | | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

J(1)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

116,225,732 D

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| 1. Title of | 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. | 6. Date Exercisable | e and | 7. Title and | 8. Price of | 9. Nu |
|-------------|-------------|---------------------|--------------------|------------|------------|---------------------|-----------|------------------|-------------|--------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transactio | onNumber | Expiration Date | | Amount of | Derivative | Deriv |
| Security | or Exercise | | any | Code | of | (Month/Day/Year) |) | Underlying | Security | Secui |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | Derivative | e | | Securities | (Instr. 5) | Bene |
| | Derivative | | | | Securities | | | (Instr. 3 and 4) | | Own |
| | Security | | | | Acquired | | | | | Follo |
| | | | | | (A) or | | | | | Repo |
| | | | | | Disposed | | | | | Trans |
| | | | | | of (D) | | | | | (Instr |
| | | | | | (Instr. 3, | | | | | |
| | | | | | 4, and 5) | | | | | |
| | | | | Code V | (A) (D) | Date Expi | iration ' | Title Amount | | |
| | | | | | (11) | Exercisable Date | | or | | |
| | | | | | | Zaterensuere Butt | | Number | | |
| | | | | | | | | of | | |
| | | | | | | | | Shares | | |

Reporting Owners

Relationships Reporting Owner Name / Address Director 10% Owner Officer Other

MCDERMOTT INTERNATIONAL INC 777 N. ELDRIDGE PKWY. HOUSTON, TX 77079

X

Signatures

Liane K. Hinrichs, Senior Vice President, General Counsel and Corporate Secretary, McDermott International, Inc.

08/03/2010

**Signature of Reporting Person

Date

Explanation of Responses:

- 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).

On July 30, 2010, McDermott International, Inc. ("McDermott") distributed all of the shares of its wholly-owned subsidiary, The

(1) Babcock & Wilcox Company ("B&W"), to holders of record of McDermott common stock as of the close of business on July 9, 2010. This amendment is being filed to update the total number of shares of B&W common stock distributed by McDermott.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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