

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-01-23** | Period of Report: **2013-01-18**
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REPORTING OWNER

Tritch Stephen R

CIK: **1463204**

Type: **4** | Act: **34** | File No.: **001-12227** | Film No.: **13543404**

Mailing Address

4171 ESSEN LANE

BATON ROUGE LA 70809

ISSUER

SHAW GROUP INC

CIK: **914024** | IRS No.: **721106167** | State of Incorpor.: **LA** | Fiscal Year End: **0831**

SIC: **3490** Miscellaneous fabricated metal products

Mailing Address

4171 ESSEN LANE

11TH FLOOR

BATON ROUGE LA 70809

Business Address

4171 ESSEN LANE

1ST FLOOR

BATON ROUGE LA 70809

2259322500

FORM 4

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

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

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person <u>Tritch Stephen R</u>			2. Issuer Name and Ticker or Trading Symbol <u>SHAW GROUP INC [SHAW]</u>		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>01/18/2013</u>			
<u>4171 ESSEN LANE</u>			4. If Amendment, Date Original Filed(Month/Day/Year)		6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person	
(Street) <u>BATON ROUGE, LA 70809</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			
<u>Common Stock</u>	<u>01/18/2013</u>		<u>M</u>		<u>472</u>	<u>A</u> <u>\$ 0</u>	<u>1,922</u>	<u>D</u>	

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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
<u>Stock Option (Right to Buy)</u>	<u>\$30.17</u>							<u>01/27/2011 (1)</u>	<u>01/27/2020</u>	<u>Common Stock</u>	<u>2,094</u>	<u>2,094</u>	<u>D</u>	
<u>Stock Option (Right to Buy)</u>	<u>\$38.59</u>							<u>01/18/2012 (2)</u>	<u>01/18/2021</u>	<u>Common Stock</u>	<u>2,060</u>	<u>2,060</u>	<u>D</u>	

Restricted Stock Units ⁽³⁾	\$ 0						01/27/2011 ⁽⁴⁾	⁽⁵⁾	Common Stock	489		489	D	
Restricted Stock Units ⁽³⁾	\$ 0	01/18/2013		<u>M</u>		472	01/18/2012 ⁽⁴⁾	⁽⁵⁾	Common Stock	472	\$ 0	472	D	
Restricted Stock Units ⁽³⁾	\$ 0						01/25/2013 ⁽⁴⁾	⁽⁵⁾	Common Stock	3,713		3,713	D	

Explanation of Responses:

1. The options vest beginning on the date indicated in this column.
2. The options vest in three (3) equal annual installments beginning on the date indicated in this column.
3. East restricted stock unit represents a contingent right to receive, at the Issuer's discretion, either one share of the Issuer's no par value common stock or receive a cash payment equal to the fair market value per share of the Issuer's no par value common stock on the vesting date multiplied by the number of restricted stock units that become vested on the vesting date or a combination of both.
4. The restricted stock units (RSUs) vest in three (3) equal annual installments beginning on the date indicated in this column.
5. The restricted stock units do not have an expiration date.

Signatures

/s/ Stephen R. Tritch, pursuant to a Power of Attorney

** Signature of Reporting Person

01/23/2013

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.