

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4/A

Statement of changes in beneficial ownership of securities [amend]

Filing Date: **2013-01-14** | Period of Report: **2013-01-09**  
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(HTML Version on [secdatabase.com](http://secdatabase.com))

### REPORTING OWNER

#### Garschina Kenneth M.

CIK: **1481233**

Type: **4/A** | Act: **34** | File No.: **001-34658** | Film No.: **13529145**

Mailing Address

*110 EAST 59TH STREET  
NEW YORK NY 10022*

#### Martino Michael E

CIK: **1481291**

Type: **4/A** | Act: **34** | File No.: **001-34658** | Film No.: **13529143**

Mailing Address

*110 EAST 59TH STREET  
NEW YORK NY 10022*

### ISSUER

#### Babcock & Wilcox Co

CIK: **1486957** | IRS No.: **800558025** | State of Incorporation: **DE** | Fiscal Year End: **1231**  
SIC: **3510** Engines & turbines

Mailing Address

*13024 BALLANTYNE  
CORPORATE PLACE  
SUITE 700  
CHARLOTTE NC 28277*

Business Address

*13024 BALLANTYNE  
CORPORATE PLACE  
SUITE 700  
CHARLOTTE NC 28277  
434-522-6800*

#### MASON CAPITAL MANAGEMENT LLC

CIK: **1218735** | State of Incorporation: **DE**

Type: **4/A** | Act: **34** | File No.: **001-34658** | Film No.: **13529144**

Mailing Address

*110 EAST 59TH STREET  
30TH FLOOR  
NEW YORK NY 10022*

Business Address

*110 EAST 59TH STREET  
30TH FLOOR  
NEW YORK NY 10022  
2127711206*

# 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

OMB Number: 3235-0287  
Expires: 02/28/2011  
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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 <b>MASON CAPITAL MANAGEMENT LLC</b>			2. Issuer Name and Ticker or Trading Symbol <b>Babcock &amp; Wilcox Co [BWC]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" 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) <b>01/09/2013</b>			6. Individual or Joint/Group Filing (Check applicable line) <input type="checkbox"/> Form Filed by One Reporting Person <input checked="" type="checkbox"/> Form Filed by More than One Reporting Person		
110 EAST 59TH STREET, 30TH FLOOR			4. If Amendment, Date Original Filed(Month/Day/Year) <b>01/11/2013</b>					
(Street) <b>NEW YORK, NY 10022</b>								
(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, \$.01 par value	01/09/2013		S	(3)	2,800,000	D	\$24.5	11,894,745	I	See Footnote (1) (2)

**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)					

### Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<a href="#">MASON CAPITAL MANAGEMENT LLC</a> 110 EAST 59TH STREET 30TH FLOOR NEW YORK, NY 10022		X		
<a href="#">Garschina Kenneth M.</a> 110 EAST 59TH STREET 30TH FLOOR NEW YORK, NY 10022		X		
<a href="#">Martino Michael E</a> 110 EAST 59TH STREET 30TH FLOOR NEW YORK, NY 10022		X		

**Explanation of Responses:**

1. The shares of Common Stock reported herein as indirectly beneficially owned by Mason Capital Management LLC ("Mason Management"), Kenneth M. Garschina and Michael E. Martino are directly owned by Mason Capital L.P., a Delaware limited partnership ("Mason Capital LP"), Mason Capital Master Fund, L.P., a Cayman Islands exempted limited partnership ("Mason Capital Master Fund"), and certain other funds and accounts (the "Managed Accounts"). Mason Management is the investment manager of each of Mason Capital LP, Mason Capital Master Fund and the Managed Accounts and may be deemed to have beneficial ownership of the shares of Common Stock reported herein by virtue of the authority granted to Mason Management by Mason Capital LP, Mason Capital Master Fund and the Managed Accounts to vote and dispose of such shares.
2. Mr. Garschina and Mr. Martino may be deemed to have beneficial ownership of the shares of Common Stock reported herein in their capacities as managing principals of Mason Management. Indirect beneficial ownership of the shares of Common Stock reported herein has not been allocated to the Reporting Persons on a proportional basis. Each of Mason Management, Mr. Garschina and Mr. Martino disclaims beneficial ownership of such shares except to the extent of its or his pecuniary interest therein pursuant to Rule 16a-1(a)(2).
3. On January 11, 2013, a Form 4 was filed reporting the transaction in Table I, Column 3, Line 1, which inadvertently listed an incorrect transaction code. The correct transaction code is "S" as the character of the transaction listed was an open market sale of non-derivative securities.

**Signatures**

[Mason Capital Management LLC By: /s/ John Grizzetti, Chief Financial Officer](#)

[01/14/2013](#)

[/s/ Kenneth M. Garschina](#)

[01/14/2013](#)

[/s/ Michael E. Martino](#)

[01/14/2013](#)

\*\* 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.**