

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-01-10** | Period of Report: **2013-01-08**
SEC Accession No. [0001209191-13-002811](#)

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REPORTING OWNER

Smith Eli

CIK: **1553323**

Type: **4** | Act: **34** | File No.: **001-12227** | Film No.: **13523483**

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	
OMB Number:	3235-0287
Expires:	02/28/2011
Estimated average burden hours per response	0.5

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 Smith Eli			2. Issuer Name and Ticker or Trading Symbol SHAW GROUP INC [SHAW]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) President, COO, Power Group		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/08/2013			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		
4171 ESSEN LANE			4. If Amendment, Date Original Filed(Month/Day/Year)					
(Street) BATON ROUGE, LA 70809								
(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	01/08/2013		M		4,738	A	\$30.56	6,649	D	
Common Stock	01/08/2013		M		1,372	A	\$27.79	8,021	D	
Common Stock	01/08/2013		S		11	D	\$46.74	8,010	D	
Common Stock	01/08/2013		S		1,900	D	\$46.7416	6,110	D	
Common Stock	01/08/2013		S		3,610	D	\$46.744	2,500	D	
Common Stock	01/08/2013		S		900	D	\$46.745	1,600	D	
Common Stock	01/08/2013		S		300	D	\$46.7483	1,300	D	
Common Stock	01/08/2013		S		1,300	D	\$46.75	0	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 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					

