

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. [0001209191-13-002813](#)

([HTML Version](#) on [secdatabase.com](#))

REPORTING OWNER

CHAPMAN DAVID L SR

CIK: **1172218**

Type: **4** | Act: **34** | File No.: **001-12227** | Film No.: **13523514**

Mailing Address

4171 ESSEN LANE

11TH FLOOR

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 CHAPMAN DAVID L SR (Last) (First) (Middle) 4171 ESSEN LANE (Street) BATON ROUGE, LA 70809 (City) (State) (Zip)	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) See Remarks
	3. Date of Earliest Transaction (Month/Day/Year) 01/08/2013	
4. If Amendment, Date Original Filed(Month/Day/Year)		

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		<u>M</u>		28,964	A	\$17.89	48,639	D	
Common Stock	01/08/2013		<u>M</u>		18,820	A	\$27.79	67,459	D	
Common Stock	01/08/2013		<u>M</u>		20,675	A	\$30.56	88,134	D	
Common Stock	01/08/2013		<u>S</u>		3,200	D	\$46.73	84,934	D	
Common Stock	01/08/2013		<u>S</u>		700	D	\$46.735	84,234	D	
Common Stock	01/08/2013		<u>S</u>		27,511	D	\$46.74	56,723	D	
Common Stock	01/08/2013		<u>S</u>		300	D	\$46.7412	56,423	D	
Common Stock	01/08/2013		<u>S</u>		2,260	D	\$46.745	54,163	D	
Common Stock	01/08/2013		<u>S</u>		100	D	\$46.7406	54,063	D	
Common Stock	01/08/2013		<u>S</u>		100	D	\$46.7407	53,963	D	
Common Stock	01/08/2013		<u>S</u>		7,000	D	\$46.72	46,963	D	
Common Stock	01/08/2013		<u>S</u>		400	D	\$46.71	46,563	D	
Common Stock	01/08/2013		<u>S</u>		4,225	D	\$46.76	42,338	D	
Common Stock	01/08/2013		<u>S</u>		7,501	D	\$46.75	34,837	D	
Common Stock	01/08/2013		<u>S</u>		200	D	\$46.7475	34,637	D	
Common Stock	01/08/2013		<u>S</u>		100	D	\$46.7529	34,537	D	
Common Stock	01/08/2013		<u>S</u>		103	D	\$46.7422	34,434	D	

Common Stock	01/08/2013		<u>S</u>	200	D	\$46.7416	34,234	D	
Common Stock	01/08/2013		<u>S</u>	300	D	\$46.7483	33,934	D	
Common Stock	01/08/2013		<u>S</u>	100	D	\$46.742	33,834	D	
Common Stock	01/08/2013		<u>S</u>	10,375	D	\$46.77	23,459	D	
Common Stock	01/08/2013		<u>S</u>	11,700	D	\$46.78	11,759	D	
Common Stock	01/08/2013		<u>S</u>	9,059	D	\$46.79	2,700	D	
Common Stock	01/08/2013		<u>S</u>	2,000	D	\$46.8	700	D	
Common Stock	01/08/2013		<u>S</u>	200	D	\$46.795	500	D	
Common Stock	01/08/2013		<u>S</u>	200	D	\$46.7909	300	D	
Common Stock	01/08/2013		<u>S</u>	300	D	\$46.792	0	D	
Common Stock							2,482	I	By Spouse

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	Title	Amount or Number of Shares				
Employee Stock Option (Right to Buy)	\$67.19							01/01/2009 ⁽¹⁾	12/07/2017	Common Stock	17,265		17,265	D	
Employee Stock Option (Right to Buy)	\$17.89	01/08/2013		<u>M</u>		28,964		01/01/2010	10/31/2018	Common Stock	28,964	⁽²⁾	0	D	
Employee Stock Option (Right to Buy)	\$27.79	01/08/2013		<u>M</u>		18,820		01/01/2011	10/29/2019	Common Stock	18,820	⁽³⁾	9,410	D	
Employee Stock Option (Right to Buy)	\$30.56	01/08/2013		<u>M</u>		20,675		01/01/2012	10/29/2020	Common Stock	20,675	⁽⁴⁾	20,676	D	
Restricted Stock Units ⁽⁵⁾	\$ 0							01/01/2011 ⁽⁶⁾	⁽⁷⁾	Common Stock	5,682		5,682	D	
Restricted Stock Units ⁽⁵⁾	\$ 0							01/01/2012 ⁽⁶⁾	⁽⁷⁾	Common Stock	10,334		10,334	D	
Restricted Stock Units ⁽⁵⁾	\$ 0							11/01/2012 ⁽⁸⁾	⁽⁷⁾	Common Stock	17,204		17,204	D	

Restricted Stock Units	\$ 0						10/22/2013 ⁽⁹⁾	(7)	Common Stock	14,276		14,276	D	
------------------------	------	--	--	--	--	--	---------------------------	-----	--------------	--------	--	--------	---	--

Explanation of Responses:

1. The options vest in four (4) equal annual installments beginning on the date indicated in this column.
2. The options vest in four (4) equal annual installments beginning on January 1, 2010.
3. The options vest in four (4) equal annual installments beginning on January 1, 2011.
4. The options vest in four (4) equal annual installments beginning on January 1, 2012.
5. Each 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 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.
6. The restricted stock units (RSUs) vest in four (4) equal annual installments beginning on the date indicated in this column.
7. The restricted stock units have no expiration date.
8. The restricted stock units vest in three (3) annual installments commencing on November 1, 2012, with 33% vesting on November 1, 2012 and November 1, 2013, and 34% vesting on November 1, 2014.
9. The restricted stock units (RSUs) vest in three (3) equal annual installments beginning on the date indicated in this column.

Remarks:

Relationship of Reporting Person(s) to Issuer: President of Fabrication and Manufacturing Group

Signatures

/s/ David L. Chapman, Sr., pursuant to a Power of Attorney

** Signature of Reporting Person

01/10/2013

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.