

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2007-12-10** | Period of Report: **2007-12-07**

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REPORTING OWNER

BERNHARD JAMES M JR

CIK: **940082**

Type: **4** | Act: **34** | File No.: **001-12227** | Film No.: **071296468**

Mailing Address

4171 ESSEN LANE

1ST FLOOR

BATON ROUGE LA 70809

Business Address

2259322500

ISSUER

SHAW GROUP INC

CIK: **914024** | IRS No.: **721106167** | State of Incorporation: **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

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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

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 BERNHARD JAMES M JR			2. Issuer Name and Ticker or Trading Symbol SHAW GROUP INC [SGR]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chairman, CEO and President		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 12/07/2007			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		
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	12/07/2007		S		5,600	D	\$67.17	1,224,336	D	
Common Stock	12/07/2007		S		500	D	\$67.16	1,223,836	D	
Common Stock	12/07/2007		S		1,500	D	\$67.15	1,222,336	D	
Common Stock	12/07/2007		S		450	D	\$67.14	1,221,886	D	
Common Stock	12/07/2007		S		9,017	D	\$67.13	1,212,869	D	
Common Stock	12/07/2007		S		433	D	\$67.12	1,212,436	D	
Common Stock	12/07/2007		S		1,300	D	\$67.11	1,211,136	D	
Common Stock	12/07/2007		S		7,000	D	\$67.1	1,204,136	D	
Common Stock	12/07/2007		S		5,200	D	\$67.09	1,198,936	D	
Common Stock	12/07/2007		S		500	D	\$67.08	1,198,436	D	
Common Stock	12/07/2007		S		1,300	D	\$67.06	1,197,136	D	
Common Stock	12/07/2007		S		3,100	D	\$67.05	1,194,036	D	
Common Stock	12/07/2007		S		200	D	\$67.04	1,193,836	D	
Common Stock	12/07/2007		S		1,165	D	\$67.03	1,192,671	D	
Common Stock	12/07/2007		S		1,800	D	\$67.02	1,190,871	D	
Common Stock	12/07/2007		S		600	D	\$67.01	1,190,271	D	

Common Stock	12/07/2007		S	18,977	D	\$67	1,171,294 ⁽¹⁾	D	
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**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					

Explanation of Responses:

1. Of the 1,171,294 owned by the reporting person, 914,490 shares are owned directly, 94,000 shares are owned indirectly by the Bernhard Family LLC and 162,804 shares are restricted shares yet to vest.

Signatures

/s/ J. M. Bernhard, Jr.

** Signature of Reporting Person

12/10/2007

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.