

Edgar Filing: SHAW GROUP INC - Form SC 13G/A

SHAW GROUP INC  
Form SC 13G/A  
February 12, 2002

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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SCHEDULE 13G  
(RULE 13D-102)

INFORMATION STATEMENT PURSUANT TO RULE 13D-1  
UNDER THE SECURITIES EXCHANGE ACT OF 1934  
(FINAL AMENDMENT)

THE SHAW GROUP INC.  
-----

(Name of Issuer)

Common Stock  
-----

(Title of Class of Securities)

820280105  
-----

(CUSIP Number)

December 31, 2001  
-----

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)  
 Rule 13d-1(c)  
 Rule 13d-1(d)

CUSIP No. 820280105

Page 1 of 7 Pages

1) Names of Reporting Persons

IRS Identification No. Of Above Persons

The PNC Financial Services Group, Inc. 25-1435979

2) Check the Appropriate Box if a Member of a Group (See Instructions)

- a)   
b)

3) SEC USE ONLY

4) Citizenship or Place of Organization Pennsylvania

Number of Shares	5) Sole Voting Power	*
		*See the response to Item 5.
Beneficially Owned	6) Shared Voting Power	*
		*See the response to Item 5.
By Each Reporting	7) Sole Dispositive Power	*
		*See the response to Item 5.
Person With	8) Shared Dispositive Power	*
		*See the response to Item 5.
9) Aggregate Amount Beneficially Owned by Each Reporting Person		*

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- 10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares  
See Instructions [ ] \*See the response to Item 5.
- 11) Percent of Class Represented by Amount in Row (9) \*
- 12) Type of Reporting Person (See Instructions) HC \*See the response to Item 5.

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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SCHEDULE 13G  
(RULE 13D-102)

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CUSIP No. 820280105

Page 2 of 7 Pages

- 1) Names of Reporting Persons  
IRS Identification No. Of Above Persons

PNC Bancorp, Inc. 51-0326854

- 2) Check the Appropriate Box if a Member of a Group (See Instructions)
  - a)
  - b)

3) SEC USE ONLY

4) Citizenship or Place of Organization Delaware

- |                    |                           |                              |
|--------------------|---------------------------|------------------------------|
| Number of Shares   | 5) Sole Voting Power      | *                            |
|                    |                           | *See the response to Item 5. |
| Beneficially Owned | 6) Shared Voting Power    | *                            |
|                    |                           | *See the response to Item 5. |
| By Each Reporting  | 7) Sole Dispositive Power | *                            |

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Person With 8) Shared Dispositive Power \*See the response to Item 5. \*

9) Aggregate Amount Beneficially Owned by Each Reporting Person \*See the response to Item 5. \*

10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares \*See the response to Item 5. See Instructions [ ]

11) Percent of Class Represented by Amount in Row (9) \*

12) Type of Reporting Person (See Instructions) \*See the response to Item 5. HC

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WASHINGTON, D.C. 20549

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UNDER THE SECURITIES EXCHANGE ACT OF 1934  
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THE SHAW GROUP INC.  
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(Title of Class of Securities)

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- Rule 13d-1(b)  
 Rule 13d-1(c)  
 Rule 13d-1(d)

CUSIP No. 820280105

Page 3 of 7 Pages

- 1) Names of Reporting Persons  
IRS Identification No. Of Above Persons  
  
PNC Bank, National Association 22-1146430
- 2) Check the Appropriate Box if a Member of a Group (See Instructions)  
a) [ ]  
b) [ ]
- 3) SEC USE ONLY
- 4) Citizenship or Place of Organization United States
- Number of Shares 5) Sole Voting Power \*

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Beneficially Owned 6) Shared Voting Power \*See the response to Item 5. \*

By Each Reporting Person With 7) Sole Dispositive Power \*See the response to Item 5. \*

8) Shared Dispositive Power \*See the response to Item 5. \*

9) Aggregate Amount Beneficially Owned by Each Reporting Person \* \*See the response to Item 5. \*

10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares [ ]  
See Instructions

11) Percent of Class Represented by Amount in Row (9) \*

12) Type of Reporting Person (See Instructions) \*See the response to Item 5. BK

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WASHINGTON, D.C. 20549

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(RULE 13D-102)

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UNDER THE SECURITIES EXCHANGE ACT OF 1934  
(FINAL AMENDMENT)

THE SHAW GROUP INC.  
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(Name of Issuer)

Common Stock  
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(Title of Class of Securities)

820280105  
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(CUSIP Number)

December 31, 2001  
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(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- [X] Rule 13d-1(b)  
[ ] Rule 13d-1(c)  
[ ] Rule 13d-1(d)

CUSIP No. 820280105

Page 4 of 7 Pages

- 1) Names of Reporting Persons  
IRS Identification No. Of Above Persons

BlackRock Advisors, Inc. 23-2784752

- 2) Check the Appropriate Box if a Member of a Group (See Instructions)  
a) [ ]  
b) [ ]

- 3) SEC USE ONLY

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4) Citizenship or Place of Organization Delaware  
Number of Shares 5) Sole Voting Power \*  
Beneficially Owned 6) Shared Voting Power \*See the response to Item 5.  
By Each Reporting 7) Sole Dispositive Power \*  
Person With 8) Shared Dispositive Power \*See the response to Item 5.  
9) Aggregate Amount Beneficially Owned by Each Reporting Person \*  
10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares \*See the response to Item 5.  
See Instructions [ ]  
11) Percent of Class Represented by Amount in Row (9) \*  
12) Type of Reporting Person (See Instructions) IA  
\*See the response to Item 5.

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THE SHAW GROUP INC.  
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820280105  
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 Rule 13d-1(c)  
 Rule 13d-1(d)

CUSIP No. 820280105

Page 5 of 7 Pages

- 1) Names of Reporting Persons  
IRS Identification No. Of Above Persons

BlackRock Financial Management, Inc. 13-3806691

- 2) Check the Appropriate Box if a Member of a Group (See Instructions)

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- a) [ ]
- b) [ ]

3) SEC USE ONLY

4) Citizenship or Place of Organization Delaware

Number of Shares	5) Sole Voting Power	*
		*See the response to Item 5.
Beneficially Owned	6) Shared Voting Power	*
		*See the response to Item 5.
By Each Reporting	7) Sole Dispositive Power	*
		*See the response to Item 5.
Person With	8) Shared Dispositive Power	*
		*See the response to Item 5.
9) Aggregate Amount Beneficially Owned by Each Reporting Person		*
		*See the response to Item 5.
10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares		
See Instructions		[ ]
11) Percent of Class Represented by Amount in Row (9)		*
		*See the response to Item 5.
12) Type of Reporting Person (See Instructions)		IA

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ITEM 5 - OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS:

Each reporting person has ceased to own beneficially more than 5% of the stock of the issuer.

ITEM 10 - CERTIFICATION:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 12, 2002

-----  
Date

By: /s/ Robert L. Haunschild

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-----  
Signature - The PNC Financial Services Group, Inc.  
Robert L. Haunschild, Senior Vice President and Chief Financial Officer  
-----

Name & Title

February 12, 2002  
-----

Date

By: /s/ James B. Yahner  
-----

Signature - PNC Bancorp, Inc.  
James B. Yahner, Vice President  
-----

Name & Title

February 12, 2002  
-----

Date

By: /s/ Thomas R. Moore  
-----

Signature - PNC Bank, National Association  
Thomas R. Moore, Secretary  
-----

Name & Title

February 12, 2002  
-----

Date

By: /s/ William J. Wykle  
-----

Signature - BlackRock Advisors, Inc.  
William J. Wykle, Managing Director  
-----

Name & Title

February 12, 2002  
-----

Date

By: /s/ William J. Wykle  
-----

Signature - BlackRock Financial Management, Inc.  
William J. Wykle, Managing Director  
-----

Name & Title

AN AGREEMENT TO FILE A JOINT STATEMENT  
WAS PREVIOUSLY FILED AS EXHIBIT A TO SCHEDULE 13G