BAKER MICHAEL CORP

Form 4 April 25, 2005

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

Number:

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Check this box

obligations may continue. See Instruction

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

(Print or Type Responses)

1(b).

(Last)

(City)

1.Title of

Security

(Instr. 3)

1. Name and Address of Reporting Person * SHAW RICHARD L

2. Issuer Name and Ticker or Trading Symbol

BAKER MICHAEL CORP [BKR]

5. Relationship of Reporting Person(s) to

Issuer

100 AIRSIDE DRIVE

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year)

04/22/2005

X Director 10% Owner Officer (give title Other (specify

(Check all applicable)

below)

(Street)

(State)

(First)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year) Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

MOON TOWNSHIP, PA 15108

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

(Zip)

4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) 5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

Reported (A) or

Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

Common Stock

04/22/2005

J(1)1,500 A \$0 8,000 (2)

 $D^{(2)}$

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

(Month/Day/Year)

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transacti Code (Instr. 8)	5. Number on 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 A Underlying S (Instr. 3 and 4
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title
Non-Employee Director Stock Option	\$ 20.16	04/22/2005	A	2,000	10/22/2005	04/22/2015(3)	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships					
1 0	Director	10% Owner	Officer	Other		
SHAW RICHARD L 100 AIRSIDE DRIVE MOON TOWNSHIP, PA 15108	X					

Signatures

/s/ Richard L.
Shaw

**Signature of Reporting Person

O4/25/2005

Explanation of Responses:

- * 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).
- (1) Award of stock pursuant to Baker 1996 Non-Employee Directors' Stock Incentive Plan in transaction exempt under Rule 16b-3.
- (2) Includes 3000 shares gifted to spouse for which the reporting person disclaims beneficial ownership.
- Grant to reporting person of option to buy 2000 shares of Common Stock under Baker 1996 Non-Employee Directors' Stock Option (3) Incentive Plan in transaction exempt under Rule 16b-3. The Option is exercisable at any time on or after October 22, 2005, and will expire at the close of business on April 22, 2015.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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