MCKNIGHT HENRY J

Form 4 June 19, 2012

FORM 4

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

Check this box if no longer

subject to Section 16.

Form 4 or Form 5 obligations

may continue.

See Instruction

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

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).

1. Name and Address of Reporting Person * MCKNIGHT HENRY J

(First) (Middle) (Last)

(Street)

(State)

100 AIRSIDE DRIVE

(City)

Common

Common

Stock

Stock

MOON TOWNSHIP, PA 15108

2. Issuer Name and Ticker or Trading

Symbol MICHAEL BAKER CORP [BKR]

3. Date of Earliest Transaction

(Month/Day/Year) 06/15/2012

4. If Amendment, Date Original

3.

Filed(Month/Day/Year)

Estimated average

OMB APPROVAL

3235-0287

January 31,

2005

0.5

burden hours per

Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

Director 10% Owner

X_ Officer (give title Other (specify below) below) **Executive Vice President**

6. Individual or Joint/Group Filing(Check

Applicable Line)

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

Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

(Zip)

Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

4. Securities Acquired

(A)

5. Amount of Securities Beneficially Owned Following Reported

(D) or Indirect (I) (Instr. 4) Transaction(s) (Instr. 3 and 4)

I

Form: Direct Indirect Beneficial Ownership (Instr. 4)

6. Ownership 7. Nature of

V Amount (D) Price D 11,444 D

441

06/15/2012 F 523 24.12

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

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(9-02)

SEC 1474

Plan

By 401(k)

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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	2.	3. Transaction Date		4.	5.	6. Date Exer		7. Title		8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	ate Amou		nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secur
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8) Derivative		e		Securi	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security				Acquired (A) or						Follo
											Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3, 4, and 5)						
									Amount		
						Date Expir Exercisable Date	Expiration		or		
							*	Title	Number		
							Date		of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

MCKNIGHT HENRY J 100 AIRSIDE DRIVE MOON TOWNSHIP, PA 15108

Executive Vice President

Signatures

/s/McKnight, H.

James 06/19/2012

**Signature of Date Reporting Person

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).

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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