

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

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 *
- Beneficially Owned 6) Shared Voting Power *
*See the response to Item 5.
- By Each Reporting 7) Sole Dispositive Power *
Person With *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) *
*See the response to Item 5.
- 12) Type of Reporting Person (See Instructions) HC

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

PNC Bank, National Association 22-1146430

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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- 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)
 - 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.

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

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