

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
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<p>1. Name and Address of Reporting Person*</p> <p><u>Bash Benjamin H.</u></p> <hr/> <p>(Last) (First) (Middle)</p> <p><u>800 MAIN STREET, 4TH FLOOR</u></p> <hr/> <p>(Street)</p> <p><u>LYNCHBURG VA 24504</u></p> <hr/> <p>(City) (State) (Zip)</p>	<p>2. Issuer Name and Ticker or Trading Symbol</p> <p><u>BWX Technologies, Inc. [BWXT]</u></p> <hr/> <p>3. Date of Earliest Transaction (Month/Day/Year)</p> <p><u>07/06/2015</u></p> <hr/> <p>4. If Amendment, Date of Original Filed (Month/Day/Year)</p>	<p>5. Relationship of Reporting Person(s) to Issuer (Check all applicable)</p> <p>Director 10% Owner</p> <p><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)</p> <p style="text-align: center;"><u>See Remarks</u></p> <hr/> <p>6. Individual or Joint/Group Filing (Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p>Form filed by More than One Reporting Person</p>
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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			

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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Option (right to buy)	\$8.09 ⁽¹⁾	07/06/2015		D ⁽¹⁾			153	(2)	03/05/2016	Common Stock	153	\$0.00	2,538	D	
Stock Option (right to buy)	\$18.75 ⁽¹⁾	07/06/2015		D ⁽¹⁾			67	(3)	03/04/2017	Common Stock	67	\$0.00	1,102	D	
Stock Option (right to buy)	\$26.39 ⁽¹⁾	07/06/2015		D ⁽¹⁾			171	(4)	03/04/2018	Common Stock	171	\$0.00	2,844	D	
Stock Option (right to buy)	\$20.31 ⁽¹⁾	07/06/2015		D ⁽¹⁾			161	(5)	03/05/2019	Common Stock	161	\$0.00	2,686	D	
Stock Option (right to buy)	\$20.47 ⁽¹⁾	07/06/2015		D ⁽¹⁾			302	(6)	03/04/2020	Common Stock	302	\$0.00	5,041	D	
Stock Option (right to buy)	\$24.97 ⁽¹⁾	07/06/2015		D ⁽¹⁾			310	(7)	03/03/2021	Common Stock	310	\$0.00	5,174	D	
Stock Option (right to buy)	\$23.62 ⁽¹⁾	07/06/2015		A ⁽¹⁾			2,938	(8)	03/02/2025	Common Stock	2,938	\$0.00	12,436	D	
Restricted Stock Unit	\$0.00	07/06/2015		A ⁽¹⁾			544	(9)	03/02/2018	Common Stock	544	\$0.00	2,303	D	
Restricted Stock Unit	\$0.00	07/06/2015		A ⁽¹⁾			527	(10)	03/02/2018	Common Stock	527	\$0.00	2,231	D	

Explanation of Responses:

1. Represents adjustments made pursuant to the Employee Matters Agreement, dated as of June 8, 2015, between the Issuer and Babcock & Wilcox Enterprises, Inc. and the Issuer's Amended and Restated 2010 Long-Term Incentive Plan in connection with the Issuer's spin-off of Babcock & Wilcox Enterprises, Inc. on June 30, 2015.
2. 100% of the stock options are vested.
3. 100% of the stock options are vested.
4. 100% of the stock options are vested.
5. 100% of the stock options are vested.
6. Two-thirds of the stock options are vested. The remaining one-third of the stock options will vest March 4, 2016.
7. One-third of the stock options are vested. The remaining two-thirds of the stock options will vest in two equal annual installments beginning March 3, 2016.

- 8. Stock options vest in three equal annual installments beginning March 2, 2016.
- 9. 100% of RSUs cliff vest on March 2, 2018.
- 10. RSUs vest in three equal annual installments beginning March 2, 2016.

Remarks:

Senior Vice President, Human Resources

/s/ Benjamin H. Bash, by
Theresa B. Taylor, attorney-in- 07/08/2015
fact

** Signature of Reporting Person 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.