FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL	
OMB Number:	3235-028

37 Estimated average burden 0.5 hours per response:

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

# STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) 2. Issuer Name and Ticker or Trading Symbol 1. Name and Address of Reporting Person BWX Technologies, Inc. [ BWXT ] JASKA JAMES M Director 10% Owner Officer (give title Other (specify 3. Date of Earliest Transaction (Month/Day/Year) below) below) (Last) (First) (Middle) 03/29/2017 800 MAIN STREET 4TH FLOOR 6. Individual or Joint/Group Filing (Check Applicable Line) 4. If Amendment, Date of Original Filed (Month/Day/Year) (Street) Form filed by One Reporting Person LYNCHBURG 24504 VA Form filed by More than One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 1. Title of Security (Instr. 3) 2. Transaction 2A. Deemed 5. Amount of 6. Ownership 7. Nature **Execution Date** Transaction Securities Form: Direct of Indirect (Month/Day/Year) if any (Month/Day/Year) (D) or Indirect (I) (Instr. 4) Code (Instr. 5) Beneficially Beneficial Owned Following 8) Ownership Reported (Instr. 4) (A) or (D) Transaction(s) ٧ Code Amount Price (Instr. 3 and 4) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 1. Title of 3. Transaction 3A. Deemed 5. Number 6. Date Exercisable and 7. Title and 8. Price of 9. Number of 11. Nature Derivative Expiration Date (Month/Day/Year) Conversion **Execution Date** Transaction Amount of Derivative derivative Ownership of Indirect Beneficial Security (Instr. 3) or Exercise (Month/Day/Year) Code (Instr. Derivative Securities Security Form: (Month/Day/Year) Direct (D) 8) Underlying Derivative \$ Price of Securities (Instr. 5) Beneficially Ownership Acquired Owned Following or Indirect (I) (Instr. 4) (Instr. 4) Security (A) or Disposed (Instr. 3 and 4) Reported of (D) Transaction(s) (Instr. 3, 4 (Instr. 4) and 5)

#### Explanation of Responses:

(1)

1. The dividend equivalent rights accrued on one restricted stock unit grants of which the reporting person has elected to defer receipt of the shares underlying the RSUs. Each RSU and DER represent a contingent right to receive one share of BWXT common stock. In accordance with the deferral election, the DERs will be delivered to the reporting person proportionately with the RSUs to which they relate.

Exercisable

(1)

Expiration

(1)

Title

Stock

Date

## Remarks:

Dividend Equivalent

Rights

/s/ James M. Jaska by Theresa 03/31/2017 B. Taylor, attorney-in-fact

\*\* Signature of Reporting Person

Amount Number

Shares

4.48

\$<mark>0</mark>

Date

9.96

D

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).

03/29/2017

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Code

(A) (D)

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.