

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

**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

1. Name and Address of Reporting Person * <u>Black David S</u>  (Last) (First) (Middle) 800 MAIN STREET 4TH FLOOR  (Street) LYNCHBURG VA 24504  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>BWX Technologies, Inc. [ BWXT ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>SVP, CFO and Treasurer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/25/2016</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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			
Common Stock	05/25/2016		M		11,619	A	\$20.47	61,087	D	
Common Stock	05/25/2016		F		8,618	D	\$34.85	52,469	D	
Common Stock	05/25/2016		M		7,314	A	\$24.97	59,783	D	
Common Stock	05/25/2016		F		6,231	D	\$34.85	53,552	D	
Common Stock	05/25/2016		M		7,155	A	\$20.31	60,707	D	
Common Stock	05/25/2016		F		5,160	D	\$34.85	55,547	D	
Common Stock	05/25/2016		M		7,704	A	\$26.39	63,251	D	
Common Stock	05/25/2016		F		6,454	D	\$34.85	56,797	D	
Common Stock								2,764	I	401(k) Plan <sup>(1)</sup>

**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)	\$20.47	05/25/2016		M			11,619	(2)	03/04/2020	Common Stock	11,619	\$0	0	D	
Stock Option (right to buy)	\$24.97	05/25/2016		M			7,314	(3)	03/03/2021	Common Stock	7,314	\$0	3,657	D	
Stock Option (right to buy)	\$20.31	05/25/2016		M			7,155	(4)	03/05/2019	Common Stock	7,155	\$0	0	D	
Stock Option (right to buy)	\$26.39	05/25/2016		M			7,704	(5)	03/04/2018	Common Stock	7,704	\$0	0	D	

**Explanation of Responses:**

- Based on number of units held in the BWXT Thrift Plan and the fair market value of BWXT common stock as of May 26, 2016.
- Stock options vested in three equal annual installments beginning March 4, 2014.
- Two-thirds of the stock options are vested. The remaining one-third of the stock options will vest March 3, 2017.
- Stock options vested in three equal annual installments beginning March 5, 2013.
- Stock options vested in three equal annual installments beginning March 4, 2012.

**Remarks:**

David S. Black, by Suzanne  
Warfield, attorney-in-fact

05/27/2016

\*\* 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.**