

**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
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <b>Black David S</b>			2. Issuer Name and Ticker or Trading Symbol <b>BWX Technologies, Inc. [ BWXT ]</b>			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) <b>Sr. V.P, CFO</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>03/01/2020</b>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
800 MAIN STREET 4TH FLOOR			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <b>LYNCHBURG VA 24504</b>								
(City) (State) (Zip)								

**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	03/01/2020		M		1,803	A	\$0	72,964	D	
Common Stock	03/01/2020		F		582	D	\$54.84	72,382	D	
Common Stock	03/02/2020		M		3,331	A	\$0	75,713	D	
Common Stock	03/02/2020		A <sup>(1)</sup>		11,148	A	\$0	86,861	D	
Common Stock	03/02/2020		F		4,310	D	\$55.47	82,551	D	
Common Stock								2,863 <sup>(2)</sup>	I	401(k) Plan

**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
Restricted Stock Units	\$0.0	03/01/2020		M		1,803	(3)	03/01/2022		Common Stock	1,803	\$0	3,606	D	
Restricted Stock Units	\$0.0	03/02/2020		M		1,845	(4)	03/02/2020		Common Stock	1,845	\$0	0	D	
Restricted Stock Units	\$0.0	03/02/2020		M		1,486	(5)	03/02/2021		Common Stock	1,486	\$0	1,486	D	

**Explanation of Responses:**

- Represents performance restricted stock units ("PRSU") awarded on March 2, 2017 for the performance period January 1, 2017 through December 31, 2019, for which performance goals have been achieved and certified on February 21, 2020. Each PRSU represents the right to one share of the issuer's common stock. The PRSUs vested on March 2, 2020.
- Based on number of units held in the BWXT Thrift Plan and the fair market value of BWXT common stock as of December 31, 2019.
- RSUs vest in three equal annual installments beginning March 1, 2020.
- RSUs vest in three equal annual installments beginning March 2, 2018.
- RSUs vest in three equal annual installments beginning March 2, 2019.

**Remarks:**

/s/ David S. Black, by Theresa B. Taylor, attorney-in-fact 03/03/2020

\*\* 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.

