

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* <u>Kerr Jason 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 Officer (give title below) Other (specify below) X VP & Chief Accounting Officer
	3. Date of Earliest Transaction (Month/Day/Year) 08/18/2016	
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	08/18/2016		M		829	A	\$26.39	2,529	D	
Common Stock	08/18/2016		F		646	D	\$39.32	1,883	D	
Common Stock	08/18/2016		M		1,219	A	\$20.31	3,102	D	
Common Stock	08/18/2016		F		825	D	\$39.32	2,277	D	
Common Stock	08/18/2016		M		2,255	A	\$20.47	4,532	D	
Common Stock	08/18/2016		F		1,532	D	\$39.32	3,000	D	
Common Stock	08/18/2016		M		2,345	A	\$24.97	5,345	D	
Common Stock	08/18/2016		F		1,773	D	\$39.32	3,572	D	
Common Stock	08/18/2016		M		2,762	A	\$23.62	6,334	D	
Common Stock	08/18/2016		F		2,025	D	\$39.32	4,309	D	
Common Stock	08/18/2016		M		1,365	A	\$24.45	5,674	D	
Common Stock	08/18/2016		F		1,020	D	\$39.32	4,654	D	
Common Stock								287 ⁽¹⁾	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
Employee Stock Option (right to buy)	\$26.39	08/18/2016		M ⁽²⁾			829	03/04/2014	03/04/2018	Common Stock	829	\$0	0	D	
Employee Stock Option (right to buy)	\$20.31	08/18/2016		M ⁽²⁾			1,219	03/05/2015	03/05/2019	Common Stock	1,219	\$0	0	D	
Employee Stock Option (right to buy)	\$20.47	08/18/2016		M ⁽²⁾			2,255	03/04/2016	03/04/2020	Common Stock	2,255	\$0	0	D	

**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	Amount or Number of Shares				
Employee Stock Option (right to buy)	\$24.97	08/18/2016		M ⁽²⁾			2,345	03/03/2016	03/03/2021	Common Stock	2,345	\$0	1,173	D	
Employee Stock Option (right to buy)	\$23.62	08/18/2016		M ⁽²⁾			2,762	03/02/2016	03/02/2025	Common Stock	2,762	\$0	5,526	D	
Employee Stock Option (right to buy)	\$24.45	08/18/2016		M ⁽²⁾			1,365	07/01/2016	07/01/2025	Common Stock	1,365	\$0	2,730	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 August 18, 2016.
- For each exercise of stock options by the reporting person, the Issuer withheld shares of BWXT common stock to satisfy the exercise price of such options and tax withholding obligations.

Remarks:

Jason S. Kerr, by Suzanne Warfield, attorney-in-fact 08/22/2016

** 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.