

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 | |
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|---|---|---|
| 1. Name and Address of Reporting Person* <u>Baker Peyton 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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) CEO and President |
| | 3. Date of Earliest Transaction (Month/Day/Year) 03/04/2016 | |
| | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |

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 | 03/04/2016 | | M | | 23 | A | \$0 | 66,451 | D | |
| Common Stock | 03/04/2016 | | F | | 23 | D | \$32.34 | 66,428 | D | |
| Common Stock | 03/04/2016 | | M | | 139 | A | \$0 | 66,567 | D | |
| Common Stock | 03/04/2016 | | F | | 139 | D | \$32.34 | 66,428 | 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 | | | | | | Amount or Number of Shares |
| Restricted Stock Unit | \$0 | 03/04/2016 | | M ⁽¹⁾ | | | 23 | (2) | 03/04/2016 | Common Stock | 23 | \$0 | 4,128 | D | |
| Restricted Stock Unit | \$0 | 03/04/2016 | | M ⁽³⁾ | | | 139 | (4) | 03/04/2016 | Common Stock | 139 | \$0 | 8,242 | D | |

Explanation of Responses:

- The Reporting Person elected to defer receipt of all shares underlying the restricted stock units. On March 4, 2016, 703 restricted stock units vested and 23 of those shares were withheld to fulfill tax obligations. The original Form 4 filed on March 8, 2016 erroneously reported that 33 shares were withheld to fulfill tax obligations. In accordance with the Reporting Person's deferral election, shares will be delivered to the Reporting Person in either a lump sum or in installments beginning on the Reporting Person's termination of employment, depending on the Reporting Person's deferral election.
- Restricted stock units vest in three equal annual installments beginning March 4, 2014 but are subject to accelerated vesting because the Reporting Person is at least 60 years old and has at least 10 years of service with BWX Technologies, Inc. prior to the third anniversary of the grant date for the restricted stock units.
- The Reporting Person elected to defer receipt of all shares underlying the restricted stock units. On March 4, 2016, 4,260 restricted stock units vested and 139 of those shares were withheld to fulfill tax obligations. The original Form 4 filed on March 8, 2016 erroneously reported that 201 shares were withheld to fulfill tax obligations. In accordance with the Reporting Person's deferral election, shares will be delivered to the Reporting Person in either a lump sum or in installments beginning on the Reporting Person's termination of service employment, depending on the Reporting Person's deferral election.
- Restricted stock units cliff vest 100% on March 4, 2016 but are subject to accelerated vesting because the Reporting Person is at least 60 years old and has at least 10 years of service with BWX Technologies, Inc. prior to the third anniversary of the grant date for the restricted stock units.

Remarks:

/s/ Peyton Sandy Baker, by
Theresa B. Taylor, attorney-in- 03/10/2016
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.