

**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*<br><u>Henry Joseph G</u><br><br>(Last) (First) (Middle)<br>800 MAIN STREET<br>4TH FLOOR<br><br>(Street)<br>LYNCHBURG VA 24504<br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>BWX Technologies, Inc. [ BWXT ]</u> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br>Director 10% Owner<br>X Officer (give title below) Other (specify below)<br><u>Senior Vice President</u> |
|  | 3. Date of Earliest Transaction (Month/Day/Year)<br>03/03/2017                        |  |
| 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                    | 03/03/2017                           |  | M                              |   | 2,326   | A          | \$0     | 25,264  | D  |   |
| Common Stock                    | 03/03/2017                           |  | F                              |   | 769   | D          | \$47.79 | 24,495  | D  |   |
| Common Stock                    | 03/03/2017                           |  | M                              |   | 688   | A          | \$0     | 25,183  | D  |   |
| Common Stock                    | 03/03/2017                           |  | F                              |   | 227   | D          | \$47.49 | 24,956  | D  |   |
| Common Stock                    | 03/03/2017                           |  | M                              |   | 233   | A          | \$0     | 25,189  | D  |   |
| Common Stock                    | 03/03/2017                           |  | F                              |   | 77  | D          | \$47.49 | 25,112  | D  |   |
| Common Stock                    | 03/03/2017                           |  | M                              |   | 787   | A          | \$0     | 25,899  | D  |   |
| Common Stock                    | 03/03/2017                           |  | F                              |   | 260   | D          | \$47.49 | 25,639  | D  |   |
| Common Stock                    | 03/03/2017                           |  | M                              |   | 5,200   | A          | \$23.62 | 30,839  | D  |   |
| Common Stock                    | 03/03/2017                           |  | S                              |   | 5,200   | D          | \$48.15 | 25,639  | D  |   |
| Common Stock                    | 03/03/2017                           |  | M                              |   | 983   | A          | \$23.62 | 26,622  | D  |   |
| Common Stock                    | 03/03/2017                           |  | S                              |   | 983   | D          | \$48.15 | 25,639  | D  |   |
| Common Stock                    | 03/03/2017                           |  | M                              |   | 500   | A          | \$23.62 | 26,139  | D  |   |
| Common Stock                    | 03/03/2017                           |  | S                              |   | 500   | D          | \$48.16 | 25,639  | D  |   |
| Common Stock                    | 03/03/2017                           |  | M                              |   | 500   | A          | \$23.62 | 26,139  | D  |   |
| Common Stock                    | 03/03/2017                           |  | S                              |   | 500   | D          | \$48.16 | 25,639  | D  |   |
| Common Stock                    | 03/03/2017                           |  | M                              |   | 400   | A          | \$23.62 | 26,039  | D  |   |
| Common Stock                    | 03/03/2017                           |  | S                              |   | 400   | D          | \$48.17 | 25,639  | D  |   |
| Common Stock                    | 03/03/2017                           |  | M                              |   | 1,701   | A          | \$23.62 | 27,340  | D  |   |
| Common Stock                    | 03/03/2017                           |  | S                              |   | 1,701   | D          | \$48.18 | 25,639  | D  |   |
| Common Stock                    | 03/03/2017                           |  | M                              |   | 100   | A          | \$23.62 | 25,739  | D  |   |
| Common Stock                    | 03/03/2017                           |  | S                              |   | 100   | D          | \$48.19 | 25,639  | D  |   |
| Common Stock                    | 03/03/2017                           |  | M                              |   | 500   | A          | \$23.62 | 26,139  | D  |   |
| Common Stock                    | 03/03/2017                           |  | S                              |   | 500   | D          | \$48.2  | 25,639  | D  |   |
| Common Stock                    | 03/03/2017                           |  | M                              |   | 378   | A          | \$23.62 | 26,017  | D  |   |
| Common Stock                    | 03/03/2017                           |  | S                              |   | 378   | D          | \$48.21 | 25,639  | D  |   |
| Common Stock                    | 03/03/2017                           |  | M                              |   | 100   | A          | \$23.62 | 25,739  | D  |   |
| Common Stock                    | 03/03/2017                           |  | S                              |   | 100   | D          | \$48.22 | 25,639  | D  |   |
| Common Stock                    |                                      |  |                                |   |   |            |         | 985   | 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   | Amount or Number of Shares |  |  |   |  |
| Restricted Stock Unit                      | \$0.0  | 03/03/2017                           |  | M                              |   |  | 2,326 | (1)  | 03/03/2017      | Common Stock  | 2,326                      | \$0  | 0  | D   |  |
| Restricted Stock Unit                      | \$0.0  | 03/03/2017                           |  | M                              |   |  | 688   | (1)  | 03/03/2017      | Common Stock  | 688                        | \$0  | 0  | D   |  |
| Restricted Stock Unit                      | \$0.0  | 03/03/2017                           |  | M                              |   |  | 233   | (2)  | 03/03/2017      | Common Stock  | 233                        | \$0  | 0  | D   |  |
| Common Stock                               | \$0.0  | 03/03/2017                           |  | M                              |   |  | 787   | (2)  | 03/03/2017      | Common Stock  | 787                        | \$0  | 0  | D   |  |
| Stock Option (right to buy)                | \$23.62  | 03/03/2017                           |  | M <sup>(3)</sup>               |   | 5,200  |       | (4)  | 03/02/2025      | Common Stock  | 5,200                      | \$23.62                                    | 25,886   | D   |  |
| Stock Option (right to buy)                | \$23.62  | 03/03/2017                           |  | M <sup>(3)</sup>               |   | 983  |       | (4)  | 03/02/2025      | Common Stock  | 983                        | \$23.62                                    | 26,869   | D   |  |
| Stock Option (right to buy)                | \$23.62  | 03/03/2017                           |  | M <sup>(3)</sup>               |   | 500  |       | (4)  | 03/02/2025      | Common Stock  | 500                        | \$23.62                                    | 27,369   | D   |  |
| Stock Option (right to buy)                | \$23.62  | 03/03/2017                           |  | M <sup>(3)</sup>               |   | 500  |       | (4)  | 03/02/2025      | Common Stock  | 500                        | \$23.62                                    | 27,869   | D   |  |
| Stock Option (right to buy)                | \$23.62  | 03/03/2017                           |  | M <sup>(3)</sup>               |   | 400  |       | (4)  | 03/02/2025      | Common Stock  | 400                        | \$23.62                                    | 28,269   | D   |  |
| Stock Option (right to buy)                | \$23.62  | 03/03/2017                           |  | M <sup>(3)</sup>               |   | 1,701  |       | (4)  | 03/02/2025      | Common Stock  | 1,701                      | \$23.62                                    | 29,970   | D   |  |
| Stock Option (right to buy)                | \$23.62  | 03/03/2017                           |  | M <sup>(3)</sup>               |   | 100  |       | (4)  | 03/02/2025      | Common Stock  | 100                        | \$23.62                                    | 30,070   | D   |  |
| Stock Option (right to buy)                | \$23.62  | 03/03/2017                           |  | M <sup>(3)</sup>               |   | 500  |       | (4)  | 03/02/2025      | Common Stock  | 500                        | \$23.62                                    | 30,570   | D   |  |
| Stock Option (right to buy)                | \$23.62  | 03/03/2017                           |  | M <sup>(3)</sup>               |   | 378  |       | (4)  | 03/02/2025      | Common Stock  | 378                        | \$23.62                                    | 30,948   | D   |  |
| Stock Option (right to buy)                | \$23.62  | 03/03/2017                           |  | M <sup>(3)</sup>               |   | 100  |       | (4)  | 03/02/2025      | Common Stock  | 100                        | \$23.62                                    | 31,048   | D   |  |

**Explanation of Responses:**

- RSUs cliff vest on March 3, 2017.
- RSUs vest in three equal annual installments beginning March 3, 2015.
- 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.
- Stock options vest in three equal annual installments beginning March 2, 2016.

**Remarks:**

/s/ Joseph G. Henry, by Theresa B. Taylor, attorney-in-fact 03/07/2017

\*\* 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.

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