

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>Henry Joseph G</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) See Remarks
	3. Date of Earliest Transaction (Month/Day/Year) 07/01/2015	
		6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person 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	07/01/2015		M		1,507	A	\$0.00	10,371	D	
Common Stock	07/01/2015		F		412	D	\$24.45	9,959	D	
Common Stock								1,115 ⁽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
Restricted Stock Unit	\$0.00	07/01/2015		A ⁽²⁾		1,376		(3)	03/03/2017	Common Stock	1,376	\$0.00	1,376	D	
Restricted Stock Unit	\$0.00	07/01/2015		M			344	(3)	07/01/2015	Common Stock	344	\$0.00	1,032	D	
Restricted Stock Unit	\$0.00	07/01/2015		A ⁽²⁾		4,652		(4)	03/03/2017	Common Stock	4,652	\$0.00	4,652	D	
Restricted Stock Unit	\$0.00	07/01/2015		M			1,163	(4)	07/01/2015	Common Stock	1,163	\$0.00	3,489	D	
Restricted Stock Unit	\$0.00	07/01/2015		A ⁽²⁾		5,502		(5)	03/04/2016	Common Stock	5,502	\$0.00	5,502	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 June 25, 2015.
- In connection with the spin-off of Babcock & Wilcox Enterprises, Inc. from the Issuer and pursuant to the terms of the Employee Matters Agreement, dated as of June 8, 2015, between the Issuer and Babcock & Wilcox Enterprises, Inc., Performance RSUs granted under the Amended and Restated 2010 Long-Term Incentive Plan of the Issuer, which would have been payable following the three-year performance period ending on the vesting date and based upon achievement of certain performance levels, converted into RSUs.
- One-quarter of the RSUs vested on July 1, 2015. The remaining three-quarters of the RSUs will cliff vest on March 3, 2017.
- One-quarter of the RSUs vested on July 1, 2015. The remaining three-quarters of the RSUs will cliff vest on March 3, 2017.
- 100% of RSUs cliff vest on March 4, 2016.

Remarks:

President, BWXT Nuclear Operations Group Inc.

/s/ Joseph G. Henry, by Theresa B. Taylor, attorney-in-fact 07/06/2015

** 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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