

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

| OMB APPROVAL | |
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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

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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) See Remarks |
| | 3. Date of Earliest Transaction (Month/Day/Year) 07/06/2015 | |
| | | 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 | | | |

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 | 07/06/2015 | | A ⁽¹⁾ | | 2,109 | | (2) | 03/02/2018 | Common Stock | 2,109 | \$0.00 | 8,928 | D | |
| Restricted Stock Unit | \$0.00 | 07/06/2015 | | A ⁽¹⁾ | | 2,177 | | (3) | 03/02/2018 | Common Stock | 2,177 | \$0.00 | 9,215 | D | |
| Stock Option (right to buy) | \$23.62 ⁽¹⁾ | 07/06/2015 | | A ⁽¹⁾ | | 11,751 | | (4) | 03/02/2025 | Common Stock | 11,751 | \$0.00 | 49,740 | D | |
| Stock Option (right to buy) | \$24.74 ⁽¹⁾ | 07/06/2015 | | D ⁽¹⁾ | | | 251 | (5) | 05/15/2021 ⁽⁶⁾ | Common Stock | 251 | \$0.00 | 4,180 | D | |
| Stock Option (right to buy) | \$24.97 ⁽¹⁾ | 07/06/2015 | | D ⁽¹⁾ | | | 1,240 | (7) | 03/03/2021 | Common Stock | 1,240 | \$0.00 | 20,699 | D | |
| Stock Option (right to buy) | \$20.47 ⁽¹⁾ | 07/06/2015 | | D ⁽¹⁾ | | | 1,116 | (8) | 03/04/2020 | Common Stock | 1,116 | \$0.00 | 18,633 | D | |
| Stock Option (right to buy) | \$20.31 ⁽¹⁾ | 07/06/2015 | | D ⁽¹⁾ | | | 585 | (9) | 03/05/2019 | Common Stock | 585 | \$0.00 | 9,768 | D | |
| Stock Option (right to buy) | \$26.39 ⁽¹⁾ | 07/06/2015 | | D ⁽¹⁾ | | | 465 | (10) | 03/04/2018 | Common Stock | 465 | \$0.00 | 7,752 | D | |
| Stock Option (right to buy) | \$18.75 ⁽¹⁾ | 07/06/2015 | | D ⁽¹⁾ | | | 141 | (11) | 03/04/2017 | Common Stock | 141 | \$0.00 | 2,348 | D | |
| Stock Option (right to buy) | \$8.09 ⁽¹⁾ | 07/06/2015 | | D ⁽¹⁾ | | | 258 | (12) | 03/05/2016 | Common Stock | 258 | \$0.00 | 4,293 | D | |

Explanation of Responses:

- Represents adjustments made pursuant to the Employee Matters Agreement, dated as of June 8, 2015, between the Issuer and Babcock & Wilcox Enterprises, Inc. and the Issuer's Amended and Restated 2010 Long-Term Incentive Plan in connection with the Issuer's spin-off of Babcock & Wilcox Enterprises, Inc. on June 30, 2015.
- RSUs vest in three equal annual installments beginning March 2, 2016.
- 100% of RSUs cliff vest on March 2, 2018.
- Stock options vest in three equal annual installments beginning March 2, 2016.
- One-third of stock options are vested. The remaining two-thirds of the stock options will vest in two equal annual installments beginning March 3, 2016.
- Stock options expire May 15, 2021. A previous Form 4 filed by the reporting person contained a clerical error reporting the incorrect expiration date for these stock options.
- One-third of stock options are vested. The remaining two-thirds of the stock options will vest in two equal annual installments beginning March 3, 2016.

8. Two-thirds of stock options are vested. The remaining one-third of the stock options will vest March 4, 2016.

9. Stock options are 100% vested.

10. Stock options are 100% vested.

11. Stock options are 100% vested.

12. Stock options are 100% vested.

Remarks:

Chief Executive Officer and President

/s/ Peyton Sandy Baker, by
Theresa B. Taylor, attorney-in- 07/08/2015
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.

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