

**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

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| <b>OMB APPROVAL</b>                          |           |
| OMB Number:                                  | 3235-0287 |
| Estimated average burden hours per response: | 0.5       |

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|---|--|---|
| 1. Name and Address of Reporting Person*<br><u>Kerr Jason S.</u><br><br>(Last) (First) (Middle)<br><u>800 MAIN STREET, 4TH FLOOR</u><br><br>(Street)<br><u>LYNCHBURG VA 24504</u><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>BWX Technologies, Inc. [ BWXT ]</u><br><br>3. Date of Earliest Transaction (Month/Day/Year)<br><u>07/06/2015</u><br><br>4. If Amendment, Date of Original Filed (Month/Day/Year) | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><u>See Remarks</u><br><br>6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br>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 |
| Stock Option (right to buy)                | \$23.62 <sup>(1)</sup>                                 | 07/06/2015                           |  | A <sup>(1)</sup>               |   | 1,958  |     | (2)  | 03/02/2025      | Common Stock  | 1,958                                      | \$0.00   | 8,288   | D  |       |
| Stock Option (right to buy)                | \$24.97 <sup>(1)</sup>                                 | 07/06/2015                           |  | D <sup>(1)</sup>               |   | 211  |     | (3)  | 03/03/2021      | Common Stock  | 211  | \$0.00   | 3,518   | D  |       |
| Stock Option (right to buy)                | \$20.47 <sup>(1)</sup>                                 | 07/06/2015                           |  | D <sup>(1)</sup>               |   | 136  |     | (4)  | 03/04/2020      | Common Stock  | 136  | \$0.00   | 2,255   | D  |       |
| Stock Option (right to buy)                | \$20.31 <sup>(1)</sup>                                 | 07/06/2015                           |  | D <sup>(1)</sup>               |   | 74   |     | (5)  | 03/05/2019      | Common Stock  | 74   | \$0.00   | 1,219   | D  |       |
| Stock Option (right to buy)                | \$26.39 <sup>(1)</sup>                                 | 07/06/2015                           |  | D <sup>(1)</sup>               |   | 50   |     | (6)  | 03/04/2018      | Common Stock  | 50   | \$0.00   | 829   | D  |       |
| Restricted Stock Unit                      | \$0.00   | 07/06/2015                           |  | A <sup>(1)</sup>               |   | 352  |     | (7)  | 03/02/2018      | Common Stock  | 352  | \$0.00   | 1,489   | D  |       |
| Restricted Stock Unit                      | \$0.00   | 07/06/2015                           |  | A <sup>(1)</sup>               |   | 363  |     | (8)  | 03/02/2018      | Common Stock  | 363  | \$0.00   | 1,536   | 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.
- 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.
- Two-thirds of stock options are vested. The remaining one-third of the stock options will vest March 4, 2016.
- 100% of stock options are vested.
- 100% of stock options are vested.
- RSUs vest in three equal annual installments beginning March 2, 2016.
- 100% of RSUs cliff vest on March 2, 2018.

**Remarks:**

Vice President and Chief Accounting Officer

/s/ Jason S. Kerr, by Theresa B. Taylor, attorney-in-fact 07/08/2015

\*\* 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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