

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>Kerr Jason 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) Director 10% Owner Officer (give title below) Other (specify below) X VP & Chief Accounting Officer |
| | 3. Date of Earliest Transaction (Month/Day/Year) 03/03/2017 | |
| | | 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 | 03/03/2017 | | M | | 1,363 | A | \$0 | 3,074 | D | |
| Common Stock | 03/03/2017 | | F | | 443 | D | \$47.49 | 2,631 | D | |
| Common Stock | 03/03/2017 | | M | | 231 | A | \$0 | 2,862 | D | |
| Common Stock | 03/03/2017 | | F | | 76 | D | \$47.79 | 2,786 | D | |
| Common Stock | 03/03/2017 | | M | | 1,173 | A | \$0 | 3,959 | D | |
| Common Stock | 03/03/2017 | | S | | 1,173 | D | \$47.9 | 2,786 | D | |
| Common Stock | | | | | | | | 287 ⁽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 | \$0.0 | 03/03/2017 | | M | | 1,363 | | (2) | 03/03/2017 | Common Stock | 1,363 | \$0 | 0 | D | |
| Restricted Stock Unit | \$0.0 | 03/03/2017 | | M | | 231 | | (3) | 03/03/2017 | Common Stock | 231 | \$0 | 0 | D | |
| Stock Option (right to buy) | \$24.97 | 03/03/2017 | | M ⁽⁴⁾ | | 1,173 | | | 03/03/2016 03/03/2021 | Common Stock | 1,173 | \$24.97 | 0 | 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 March 1, 2017.
- 100% of RSUs cliff vest on March 3, 2017.
- Restricted stock units 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.

Remarks:

/s/ Jason S. Kerr, 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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