

**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>Blue Harbour Group, L.P.</u>  (Last) (First) (Middle) 646 STEAMBOAT ROAD  (Street) GREENWICH CT 06830  (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  Officer (give title below) <input checked="" type="checkbox"/> Other (specify below)  See Remarks
	3. Date of Earliest Transaction (Month/Day/Year) 06/07/2017	
		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			
Common Stock, par value \$0.01 per share ("Common Stock")	06/07/2017		s		3,295,098	D	\$47.425	1,992,829	I	See footnotes <sup>(1)(2)</sup>

**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					

1. Name and Address of Reporting Person\*  
Blue Harbour Group, L.P.  
 (Last) (First) (Middle)  
 646 STEAMBOAT ROAD  
 (Street)  
 GREENWICH CT 06830  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Blue Harbour Holdings, LLC  
 (Last) (First) (Middle)  
 646 STEAMBOAT ROAD  
 (Street)  
 GREENWICH CT 06830  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
ROBBINS CLIFTON S  
 (Last) (First) (Middle)  
 646 STEAMBOAT ROAD  
 (Street)

GREENWICH CT 06830

(City) (State) (Zip)

**Explanation of Responses:**

1. This Form 4 is filed by Blue Harbour Group, L.P. (the "Manager"), Blue Harbour Holdings, LLC ("Manager GP") and Clifton S. Robbins. Manager GP is the general partner of Manager. Mr. Robbins is the managing member of Manager GP.
2. Pursuant to Rule 16a-1 under the Securities Exchange Act of 1934, as amended (the "Act"), each of the Reporting Persons may be deemed to be the beneficial owner of the securities reported herein to the extent of his or its pecuniary interest therein, but disclaims beneficial ownership in excess of such amount; and pursuant to Rule 16a-1(a)(4) under the Act, this filing shall not be deemed an admission that any of the Reporting Persons is, for purposes of Section 16 of the Act or otherwise, the beneficial owner of any securities reported herein in excess of such amount.

**Remarks:**

Because Robb A. LeMasters, an employee of the Manager, serves as a member of the board of directors of the Issuer, each of the Reporting Persons may be deemed to be a director by deputization.

<u>BLUE HARBOUR GROUP, L.P., By: Blue Harbour Holdings, LLC, its general partner, By: /s/ Clifton S. Robbins, its Managing Member</u>	<u>06/09/2017</u>
<u>BLUE HARBOUR HOLDINGS, LLC, By: /s/ Clifton S. Robbins, its Managing Member</u>	<u>06/09/2017</u>
<u>/s/ Clifton S. Robbins</u>	<u>06/09/2017</u>
** 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.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**