

OMB APPROVAL	
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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

1. Name and Address of Reporting Person* <u>Kerr Jason S.</u> (Last) (First) (Middle) <u>800 MAIN STREET, 4TH FLOOR</u> (Street) <u>LYNCHBURG VA 24504</u> (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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>See Remarks</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>07/01/2015</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> 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			

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)	\$24.45	07/01/2015		A		4,095		(1)	07/01/2025	Common Stock	4,095	\$0.00	4,095	D	
Restricted Stock Unit	\$0.00	07/01/2015		A		717		(2)	07/01/2018	Common Stock	717	\$0.00	717	D	
Restricted Stock Unit	\$0.00	07/01/2015		A		741		(3)	07/01/2018	Common Stock	741	\$0.00	741	D	
Restricted Stock Unit	\$0.00	07/01/2015		A ⁽⁴⁾		1,363		(5)	03/03/2017	Common Stock	1,363	\$0.00	1,363	D	
Restricted Stock Unit	\$0.00	07/01/2015		A ⁽⁴⁾		1,031		(6)	03/04/2016	Common Stock	1,031	\$0.00	1,031	D	

Explanation of Responses:

- Stock options vest in three equal annual installments beginning July 1, 2016.
- RSUs vest in three equal annual installments beginning July 1, 2016.
- 100% of RSUs cliff vest on July 1, 2018.
- 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.
- 100% of RSUs cliff vest on March 3, 2017.
- 100% of RSUs cliff vest on March 4, 2016.

Remarks:

Vice President and Chief Accounting Officer

/s/ Jason S. Kerr, 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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