

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>Henry Joseph G</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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Senior Vice President</u>
	3. Date of Earliest Transaction (Month/Day/Year) 05/04/2017	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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	05/04/2017		M		6,977	A	\$22.23	32,616	D	
Common Stock	05/04/2017		M		12,004	A	\$24.97	44,620	D	
Common Stock	05/04/2017		M		3,552	A	\$24.74	48,172	D	
Common Stock	05/04/2017		M		10,362	A	\$23.62	58,534	D	
Common Stock	05/04/2017		S		32,895	D	\$50.1 ⁽¹⁾	25,639	D	
Common Stock								985	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	Amount or Number of Shares				
Stock Option (right to buy)	\$22.23	05/04/2017		M			6,977	(2)	05/12/2018	Common Stock	6,977	\$22.23	0	D	
Stock Options (right to buy)	\$24.97	05/04/2017		M			12,004	(3)	03/03/2021	Common Stock	12,004	\$24.97	0	D	
Stock Options (right to buy)	\$24.74	05/04/2017		M			3,552	(3)	05/15/2021	Common Stock	3,552	\$24.74	0	D	
Stock Option (right to buy)	\$23.62	05/04/2017		M			10,362	(4)	03/02/2025	Common Stock	10,362	\$23.62	20,724	D	

Explanation of Responses:

- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$49.94 to \$50.26, inclusive. The reporting person undertakes to provide to BWX Technologies, Inc., any security holder of BWX Technologies, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (1) to this Form 4.
- Stock options vested in three equal annual installments beginning May 12, 2012.
- Stock options vested in three equal annual installments beginning March 3, 2015.
- Stock options vest in three equal annual installments beginning March 12, 2016.

Remarks:

/s/ Joseph G. Henry, by Theresa B. Taylor, attorney-in-fact 05/08/2017

** Signature of Reporting Person Date

* 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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