

**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
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1. Name and Address of Reporting Person* <u>Henry Joseph G</u>			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>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>07/06/2015</u>			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		
<u>800 MAIN STREET, 4TH FLOOR</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>LYNCHBURG VA 24504</u>								
(City) (State) (Zip)								

**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>		7,344		(2)	03/02/2025	Common Stock	7,344	\$0.00	31,086	D	
Stock Option (right to buy)	\$24.74 <sup>(1)</sup>	07/06/2015		D <sup>(1)</sup>		213		(3)	05/15/2021	Common Stock	213	\$0.00	3,552	D	
Stock Option (right to buy)	\$24.97 <sup>(1)</sup>	07/06/2015		D <sup>(1)</sup>		719		(4)	03/03/2021	Common Stock	719	\$0.00	12,004	D	
Stock Option (right to buy)	\$20.47 <sup>(1)</sup>	07/06/2015		D <sup>(1)</sup>		721		(5)	03/04/2020	Common Stock	721	\$0.00	12,032	D	
Stock Option (right to buy)	\$20.31 <sup>(1)</sup>	07/06/2015		D <sup>(1)</sup>		383		(6)	03/05/2019	Common Stock	383	\$0.00	6,382	D	
Stock Option (right to buy)	\$22.23 <sup>(1)</sup>	07/06/2015		D <sup>(1)</sup>		418		(7)	05/12/2018	Common Stock	418	\$0.00	6,977	D	
Restricted Stock Unit	\$0.00	07/06/2015		A <sup>(1)</sup>		1,318		(8)	03/02/2018	Common Stock	1,318	\$0.00	5,578	D	
Restricted Stock Unit	\$0.00	07/06/2015		A <sup>(1)</sup>		1,361		(9)	03/02/2018	Common Stock	1,361	\$0.00	5,760	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.
- 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:**

/s/ Joseph G. Henry, 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.

**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.**