

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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>Baker Peyton 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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) See Remarks
	3. Date of Earliest Transaction (Month/Day/Year) 07/01/2015	
		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	07/01/2015		M		2,550	A	\$0.00	65,605	D	
Common Stock	07/01/2015		F		937	D	\$24.45	64,668	D	
Common Stock								2,105 ⁽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
Stock Option (right to buy)	\$24.45	07/01/2015		A		73,734		(2)	07/01/2025	Common Stock	73,734	\$0.00	73,734	D	
Restricted Stock Unit	\$0.00	07/01/2015		A		12,930		(3)	07/01/2018	Common Stock	12,930	\$0.00	12,930	D	
Restricted Stock Unit	\$0.00	07/01/2015		A		13,348		(4)	07/01/2018	Common Stock	13,348	\$0.00	13,348	D	
Restricted Stock Unit	\$0.00	07/01/2015		A ⁽⁵⁾		1,619		(6)	03/03/2017	Common Stock	1,619	\$0.00	1,619	D	
Restricted Stock Unit	\$0.00	07/01/2015		M			405	(6)	07/01/2015	Common Stock	405	\$0.00	1,214	D	
Restricted Stock Unit	\$0.00	07/01/2015		A ⁽⁵⁾		8,022		(7)	03/03/2017	Common Stock	8,022	\$0.00	8,022	D	
Restricted Stock Unit	\$0.00	07/01/2015		M			2,006	(7)	07/01/2015	Common Stock	2,006	\$0.00	6,016	D	
Restricted Stock Unit	\$0.00	07/01/2015		A ⁽⁵⁾		8,520		(8)	03/04/2016	Common Stock	8,520	\$0.00	8,520	D	
Restricted Stock Unit	\$0.00	07/01/2015		M ⁽⁹⁾			139	(8)	07/01/2015	Common Stock	139	\$0.00	8,381	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 June 26, 2015.
- 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. 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, 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.
- One-quarter of the RSUs vested on July 1, 2015. The remaining three-quarters of the RSUs will cliff vest on March 3, 2017.
- One-quarter of the RSUs vested on July 1, 2015. The remaining three-quarters of the RSUs will cliff vest on March 3, 2017.
- One-half of the RSUs vested on July 1, 2015. The remaining one-half of the RSUs will vest on March 4, 2016.
- The reporting person elected to defer receipt of all shares underlying the RSUs. On July 1, 2015, 4,260 RSUs vested and 139 of those shares were withheld to fulfill tax obligations. In accordance with his deferral election, vested shares will be delivered to the reporting person in one lump sum six months following termination of employment.

Remarks:

Chief Executive Officer and President Exhibit List: Exhibit 24-Power of Attorney

/s/ Peyton Sandy Baker, by
Theresa B. Taylor, attorney-in- 07/06/2015
fact

** 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.

LIMITED POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints each of the General Counsel and Corporate Secretary and any Assistant Secretary of The Babcock & Wilcox Company, which is expected to change its name to BWX Technologies, Inc. on or about June 30, 2015 (the "Company"), or his or her designee, signing singly, the undersigned's true and lawful attorney-in-fact to:

(1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of the Company, Forms 3,4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;

(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5, complete and execute any amendment or amendments thereto, and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and

(3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3,4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 8th day of June, 2015.

Signature: /s/ Peyton S. Baker

Print Name: Peyton S. Baker