FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

| Vashington, | D.C. 20549 |
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| STATEMENT (| OF CHANGES | IN BENEFICIAL | OWNERSHIP |
|-------------|------------|---------------|-----------|
| | | | |

| OMB APPROVAL | | | | | | | | | | |
|--------------------------|-----------|--|--|--|--|--|--|--|--|--|
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| hours per response: | 0.5 | | | | | | | | | |

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| l | nd Address of ELLI RO | Reporting Person* | | | | | | cker or Tradin gies, Inc. | | | | (Ch | Relationship eck all appli X Directo | cable) | Person(s) to Is | |
|--|--------------------------|---|--------------------------------|--|---|----------|--|---|--|--|---|---|---|--|---|----------|
| (Last) | (Fi | rst) | (Middle) | | 3. Date of Earliest Transaction (Month/Day/Year) 03/28/2023 | | | | | | | | Officer below) | (give title | Other below | (specify |
| 800 MAIN STREET 4TH FLOOR | | | 4. 1 | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | | Line | 6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person | | | | | |
| (Street) | BURG V | A : | 24504 | | | | | | | | | | Form f Persor | | than One Rep | orting |
| (City) | (S | tate) (| Zip) | - Rı | Check | this box | to inc |) Transa dicate that a tra e defense cond | nsaction | n was m | nade pursua | nt to a con | | on or written p | olan that is intend | led to |
| | | Tab | le I - Non-Der | ivative | Sec | uritie | s Ac | quired, D | ispos | sed o | f, or Be | neficial | ly Owne | t | | |
| 1. Title of Security (Instr. 3) 2. Transac Date (Month/Date) | | | Execution Date | | Code (Instr. 5) | | ed (A) or str. 3, 4 and | Benefici | s Form Illy (D) o ollowing (I) (Ir | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | | | | | |
| | | | | | | | Code | / Am | mount | (A) or (D) | Price | Transac (Instr. 3 | tion(s) | | () | |
| Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) | | | | | | | | | | | | | | | | |
| Derivative Conversion Date Executi Security or Exercise (Month/Day/Year) if any | | 3A. Deemed Execution Date, if any (Month/Day/Year) | Date, Transaction Code (Instr. | | of | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | and | 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) | Ownershi Form: Direct (D) or Indirec (I) (Instr. 4 | Beneficial Ownership t (Instr. 4) | |
| | | | | Code | v | (A) | (D) | Date Exercisable | Expira Date | ation | Title | Amount or Number of Shares | | | | |
| Dividend Equivalent Rights | (1) | 03/28/2023 | | A | | 95.75 | | (1) | (1) | l) | Common Stock | 95.75 | \$0 | 1,787.45 | D | |

Explanation of Responses:

1. The dividend equivalent rights accrued on nine restricted stock unit grants of which the reporting person has elected to defer receipt of the shares underlying the RSUs. Each RSU and DER represent a contingent right to receive one share of BWXT common stock. In accordance with the deferral election, the DERs will be delivered to the reporting person proportionately with the RSUs to which they relate.

Remarks:

/s/ Robert L. Nardelli, by

Theresa B. Taylor, attorney-in- 03/29/2023

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.