

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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

1. Name and Address of Reporting Person* <b>FEES JOHN A</b>			2. Issuer Name and Ticker or Trading Symbol <b>BWX Technologies, Inc. [ BWXT ]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>12/01/2021</b>			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		
<b>800 MAIN STREET 4TH FLOOR</b>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <b>LYNCHBURG VA 24504</b>								
(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			
Common Stock	12/01/2021		M		3,412	A	\$0	48,990	D	

**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
Dividend Equivalent Rights	(1)	12/01/2021		M			245	(1)	(1)	Common Stock	245	\$0	1,564.79	D	
Restricted Stock Units	\$0.0	12/01/2021		M			987	(2)	(2)	Common Stock	987	\$0	2,963	D	
Restricted Stock Units	\$0.0	12/01/2021		M			1,136	(3)	(3)	Common Stock	1,136	\$0	3,411	D	
Restricted Stock Units	\$0.0	12/01/2021		M			1,044	(4)	(4)	Common Stock	1,044	\$0	3,130	D	

**Explanation of Responses:**

- The dividend equivalent rights accrued on the restricted stock unit grants of which the reporting person deferred receipt of the shares underlying the RSU. Each DER represents a contingent right to receive one share of BWXT common stock. In accordance with the deferral election, the DERs were delivered to the reporting person on December 1, 2021.
- On May 12, 2011, the reporting person was granted restricted stock units which were deferred and paid out in one-fifth annual installments beginning December 1, 2020.
- On May 14, 2012, the reporting person was granted restricted stock units which were deferred and paid out in one-fifth annual installments beginning December 1, 2020.
- On May 10, 2013, the reporting person was granted restricted stock units which were deferred and paid out in one-fifth annual installments beginning December 1, 2020.

**Remarks:**

/s/ John A. Fees, by Theresa B. Taylor, attorney-in-fact 12/03/2021

\*\* 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.