| SEC For  | m 4<br>FORM   | 4 (  | JNITED ST   | ATES   | S SE   |   |                      |  |               | СНА    | NGE C  | юмм   | ISSION  |   |               |  |  |
|--|---|--|---|--|--|---|----------------------|--|---------------|--------|--|---|---|---|---------------|--|--|
| Check this box if no longer subject to<br>Section 16. Form 4 or Form 5<br>obligations may continue. See<br>Instruction 1(b). |   |  |   |  | suant t  | <b>CHAI</b><br>o Sectio   | <b>NGI</b><br>n 16(1 | ington, D.C. 2<br>ES IN BI<br>a) of the Secu                 | ENE           | Exchan |  | SHIP  | OMB   | OMB APPROVAL OMB Number: 3235-0287 Estimated average burden hours per response: 0.5                                       |               |  |  |
| 1. Name and Address of Reporting Person*<br>FEES JOHN A  |   |  |   |  |  |   |                      | cker or Tradin<br>g <u>ies, Inc.</u>                         |               |        |  | Relationship<br>neck all appli<br>X Directo | cable)<br>or  | ng Per  | 10% O\        | wner   |  |
| (Last) (First)<br>800 MAIN STREET<br>4TH FLOOR   |   |  | (Middle)  |  | 3. Date of Earliest Transaction (Month/Day/Year)<br>03/26/2021 |   |                      |  |               |        |  |   | below)  | (give title   |               | Other (s<br>below)   | specity  |
| (Street)   |   | 24504  | -   | <ul> <li>4. If Amendment, Date of Original Filed (Month/Day/Year)</li> <li>6. Individual or Joint/Group Filing (<br/>Line)</li> <li>X Form filed by One Report<br/>Form filed by More than O<br/>Person</li> </ul> |  |   |                      |  |               |        |  |   | orting Perso  | 'n  |               |  |  |
| (City)   |   | ative Securities Acquired, Disposed of, or Beneficially Owne |   |  |  |   |                      |  |               |        |  |   |   |   |               |  |  |
| Itable I - NOn-Deriva       1. Title of Security (Instr. 3)       2. Transa Date (Month/D                                    |   |  |   | saction  | i 2<br>Ear) if   | A. Deemed<br>Execution Date<br>f any<br>Month/Day/Yea   |                      | e, 3.<br>Transacti<br>Code (Ins                              | 4. Securi     |        | ities Acquir<br>d Of (D) (Ins  | ed (A) or                                   | d 5. Amou<br>Securitie<br>Benefici<br>Owned I       | nt of<br>es<br>ally<br>Following  | Form<br>(D) o | n: Direct<br>or Indirect<br>nstr. 4)                                     | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership                |
|  |   |  |   |  |  |   |                      | Code V   | ′ A           | mount  | t (A) or<br>(D) Pr   |   | Reported<br>Transaction(s)<br>(Instr. 3 and 4)      |   |               |  | (Instr. 4)   |
|  |   | Т  | able II - Deriva<br>(e.g.,                                  |  |  |   |                      | luired, Dis<br>s, options                                    |               | ,      | ,  |   | y Owned   |   |               |  |  |
| 1. Title of<br>Derivative<br>Security<br>(Instr. 3)  | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction<br>Date<br>(Month/Day/Year)                   | 3A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code (Instr.<br>8)  |  | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3, 4<br>and 5) |                      | 6. Date Exercisable a<br>Expiration Date<br>(Month/Day/Year) |               | e and  | 7. Title and<br>Amount of<br>Securities<br>Underlying<br>Derivative Secu<br>(Instr. 3 and 4) |   | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number of<br>derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s<br>(Instr. 4) |               | 10.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr. 4) | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|  |   |  |   | Code   | v  | (A)   | (D)                  | Date<br>Exercisable  | Expii<br>Date | ration | Title  | Amount<br>or<br>Number<br>of<br>Shares      |   |   |               |  |  |
| Dividend<br>Equivalent<br>Rights   | (1)   | 03/26/2021   |   | A  |  | 80.79   |                      | (1)  | (             | (1)    | Common<br>Stock  | 80.79                                       | \$0   | 1,622.0   | 04            | D  |  |

Explanation of Responses:

1. The dividend equivalent rights accrued on eight 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 RSU's to which they relate. **Remarks:** 

## <u>/s/ John A. Fees, by Theresa B.</u> <u>Taylor, attorney-in-fact</u> <u>03/29/2021</u>

\*\* 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.