SEC Form 4

FORM 4

X

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

1. Name and Address of Reporting Person[*]
 	
PRYOR CHARLES W JR
 	
(Last)   (First)   (Middle)
 	
800 MAIN STREET
 	
4TH FLOOR
 	
(Street)
 	
LYNCHBURG   VA   24504
 	
(City)   (State)   (Zip)
	2. Issuer Name **and** Ticker or Trading Symbol
	BWX Technologies, Inc. [BWXT]
	
	3. Date of Earliest Transaction (Month/Day/Year)
	05/01/2020
	
	4. If Amendment, Date of Original Filed (Month/Day/Year)
		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
		
		X Director 10% Owner
		
		    Officer (give title below) Other (specify below)
		
		6. Individual or Joint/Group Filing (Check Applicable Line)
		
		X Form filed by One Reporting Person
		
		    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	05/01/2020		M		2,484	A	$0	7,391	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	Amount or Number of Shares				
Restricted Stock Units	$0.0	05/01/2020		M			2,452	(1)	(1)	Common Stock	2,452	$0	0	D	
Dividend Equivalent Rights	$0.0	05/01/2020		M			32	(2)	(2)	Common Stock	32	$0	288.78	D	

Explanation of Responses:

1. RSUs vested immediately. The reporting person elected to defer receipt of shares underlying the RSUs. In accordance with his deferral election, vested shares were delivered to the reporting person in one lump sum on May 1, 2020.

2. 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 May 1, 2020.

Remarks:

/s/ Charles W. Pryor Jr., by Theresa B. Taylor, attorney-in-fact	05/05/2020
** 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.