

**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>LeMasters Robb A.</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)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>SVP &amp; Chief Financial Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) 02/27/2023	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**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	02/27/2023		M		5,041	A	\$0	28,728	D	
Common Stock	02/27/2023		F		2,273	D	\$61.7	26,455	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
Restricted Stock Units	\$0.0	02/27/2023		M			5,041	(1)	(1)	Common Stock	5,041	\$0	0	D	
Restricted Stock Units	\$0.0	02/27/2023		A		3,486		(2)	02/27/2026	Common Stock	3,486	\$0	3,486	D	
Employee Stock Option (right to buy)	\$61.7	02/27/2023		A		13,497		(3)	02/27/2033	Common Stock	13,497	\$0	13,497	D	

**Explanation of Responses:**

- Represents performance restricted stock units ("PRSU") awarded on February 27, 2020 for the performance period January 1, 2020 through December 31, 2022 for which performance goals have been achieved and certified on February 22, 2023. Each PRSU represents the right to one share of the issuer's common stock. The PRSUs vested on February 27, 2023.
- RSUs vest in three equal annual installments beginning February 27, 2024.
- Stock options vest in three equal annual installments beginning February 27, 2024.

**Remarks:**

/s/ Robb A. LeMasters, by  
Theresa B. Taylor, attorney-in- 03/01/2023  
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.

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