

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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 & Chief Financial Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/25/2024</u>	
	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	02/25/2024		M		3,847	A	\$0	31,802	D	
Common Stock	02/25/2024		F		1,765 ⁽¹⁾	D	\$89.83	30,037	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	02/25/2024		M			989	(2)	02/25/2024	Common Stock	989	\$0	0	D	
Restricted Stock Units	\$0	02/25/2024		M			2,802	(3)	(3)	Common Stock	2,802	\$0	0	D	
Restricted Stock Units	\$0	02/25/2024		A			1,380	(4)	(4)	Common Stock	1,380	\$0	1,380	D	
Restricted Stock Units	\$0	02/25/2024		M			56	(4)	(4)	Common Stock	56	\$0	1,324	D	

Explanation of Responses:

- The reported transaction includes the withholding of 56 shares of common stock converted to pay taxes associated with the deferral by the reporting person of a portion of the Performance Restricted Stock Unit ("PRSU") award vesting on February 25, 2024.
- RSUs vest in three equal annual installments beginning February 25, 2022.
- Represents a portion of the performance restricted stock units ("PRSU's") awarded on February 25, 2021 for the performance period January 1, 2021 through December 31, 2023 for which performance goals have been achieved and certified on February 23, 2024. Each PRSU represents the right to one share of the issuer's common stock. The PRSU vested on February 25, 2024.
- Represents a portion of the performance restricted stock units ("PRSU's") awarded on February 25, 2021 for the performance period January 1, 2021 through December 31, 2023 for which performance goals have been achieved and certified on February 23, 2024. Each PRSU represents the right to one share of the issuer's common stock. The PRSUs vested on February 25, 2024, but the reporting person elected to defer receipt of shares underlying 1,380 of his vested PRSUs. In accordance with his deferral election, vested shares will be delivered to the reporting person in five annual installments following termination of his employment with the issuer. 56 of the vested PRSUs were converted to common stock to pay taxes associated with the deferral.

Remarks:

/s/ Robb A. LeMasters, by
Theresa B. Taylor, attorney-in-fact 02/27/2024

** 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.