FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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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 2. Issuer Name and Ticker or Trading Symbol 5. Relationship of Reporting Person(s) to Issuer 1. Name and Address of Reporting Person (Check all applicable) BWX Technologies, Inc. [BWXT] FEES JOHN A Director 10% Owner Officer (give title Other (specify 3. Date of Earliest Transaction (Month/Day/Year) (Middle) below) below) (Last) (First) 06/09/2021 800 MAIN STREET 4TH FLOOR 4. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) (Street) Form filed by One Reporting Person **LYNCHBURG** 24504 Form filed by More than One Reporting (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) 2A. Deemed 2. Transaction 5. Amount of 6. Ownership 7. Nature 1. Title of Security (Instr. 3) Execution Date Transaction Code (Instr. Form: Direct
(D) or Indirect of Indirect Beneficial (Month/Day/Year) (Month/Day/Year) 8) Owned Following (I) (Instr. 4) Ownership (Instr. 4) (A) or (D) Code Price Amount (Instr. 3 and 4) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 1. Title of Derivative 8. Price of Derivative 3. Transaction 34 Deemed 5. Number 6. Date Exercisable and 7. Title and 9. Number of 11. Nature Execution Date if any Expiration Date (Month/Day/Year) Amount of Securities derivative of Indirect Conversion Transaction Code (Instr. 8) Ownership (Month/Day/Year) Derivative Security (Instr. 5) Security or Exercise Securities Form: Beneficial Underlying Derivative Security Direct (D) (Instr. 3) Price of (Month/Day/Year) Securities Beneficially Ownership Acquired (A) or Disposed of (D) (Instr. 3, 4 Owned Following or Indirect (I) (Instr. 4) (Instr. 4) (Instr. 3 and 4) Security Reported Transaction(s) (Instr. 4) and 5) Amount Number Date Expiration Code (A) (D) Exercisable Date Title Shares

Explanation of Responses:

(1)

1. The dividend equivalent rights accrued on nine 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:

Dividend

Rights

/s/ John A. Fees, by Theresa B. <u>06/11/2021</u> Taylor, attorney-in-fact

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** Signature of Reporting Person Date

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(1)

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).

06/09/2021

** 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.

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