SEC Form 4

FORM 4

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* Kerr Jason S. (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) 02/25/2022 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director / 10% Owner X Officer (give title below) / Other (specify below) VP & Chief Accounting Officer 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	02/25/2022		M		449	A	$0	7,545	D	
Common Stock	02/27/2022		M		470	A	$0	8,015	D	
Common Stock	02/27/2022		F		410	D	$49.59	7,605	D	
Common Stock								304	I	401(k) Plan[1]

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	02/25/2022		M			449	[2]	02/25/2024	Common Stock	449	$0	898	D	
Restricted Stock Units	$0.0	02/27/2022		M			470	[3]	02/27/2023	Common Stock	470	$0	470	D	

Explanation of Responses:

1. Based on the number of units held in the BWXT Thrift Plan and the fair market value of BWXT common stock as of December 31, 2021.

2. RSUs vest in three equal annual installments beginning February 25, 2022.

3. RSUs vest in three equal annual installments beginning February 27, 2021.

Remarks:

/s/ Jason S. Kerr, by Theresa B. Taylor, attorney-in-fact   03/01/2022

** Signature of Reporting Person   Date