

Green Edgar A III
Form 4
March 01, 2019

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Green Edgar A III

2. Issuer Name **and** Ticker or Trading
Symbol
HUNTINGTON INGALLS
INDUSTRIES, INC. [HII]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

C/O HUNTINGTON INGALLS
INDUSTRIES, INC., 4101
WASHINGTON AVENUE

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/27/2019

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
Ex VP, Pres. HII Technical Sol

NEWPORT NEWS, VA 23607

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

(City) (State) (Zip)

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)
Common Stock	02/27/2019		A ⁽¹⁾	V Amount (A) or (D) 7,435 A Price \$ 210.24	13,999.835	D	
Common Stock	02/28/2019		F	3,370 D \$ 210.24	10,629.835	D	
Common Stock					1,823.71 ⁽²⁾	I	By 401(k) plan
Common Stock					1,899.22 ⁽³⁾	I	By Savings Excess

Plan

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following the Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Green Edgar A III
C/O HUNTINGTON INGALLS INDUSTRIES,
INC.
4101 WASHINGTON AVENUE
NEWPORT NEWS, VA 23607

Ex VP, Pres. HII Technical Sol

Signatures

Kathy S. Owen, Attorney-in-Fact for Edgar A.
Green III

03/01/2019

__Signature of Reporting Person

Date

Explanation of Responses:

* 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).

- (1) The Huntington Ingalls Industries, Inc. Compensation Committee determined that all performance goals had been met for these restricted stock units, and they were issued on February 27, 2019.
- (2) The reporting person's interest in the HII Stock Fund of the Huntington Ingalls Industries, Inc. Savings Plan (the "Plan") is held in the form of units of interest. The Plan's administrator calculates the number of shares of issuer common stock represented by units in the HII

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Stock Fund.

- (3) The reporting person's interest in the HII Stock Fund of the Huntington Ingalls Industries, Inc. Savings Excess Plan (the "Plan") is held in the form of units of interest. The Plan's administrator calculates the number of shares of issuer common stock represented by units in the HII Stock Fund.

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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