Simmerman George M. Jr.

Form 4 June 19, 2012

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Washington, D.C. 20549

if no longer subject to Section 16. Form 4 or Form 5

Check this box

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

obligations may continue. See Instruction

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * Simmerman George M. Jr.

2. Issuer Name and Ticker or Trading

Symbol

HUNTINGTON INGALLS

3. Date of Earliest Transaction

INDUSTRIES, INC. [HII]

(Month/Day/Year) 06/15/2012

4101 WASHINGTON AVENUE (Street)

(First)

(Middle)

4. If Amendment, Date Original

Filed(Month/Day/Year)

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

Estimated average burden hours per response... 0.5

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner _X__ Officer (give title _ __ Other (specify

below) Corp VP, Dep Gen Counsel

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

NEWPORT NEWS, VA 23607

(City)	(State)	Zip) Table	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	f, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securion(A) or Di (Instr. 3,	spose	d of (D)	5. Amount of Securities Beneficially Owned Following	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	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock	06/15/2012		M	330	A	\$ 31.76	32,894 (1)	D	
Common Stock	06/15/2012		F	294	D	\$ 37.79	32,600 (1)	D	
Common Stock	06/15/2012		M	661	A	\$ 34.73	33,261 <u>(1)</u>	D	
Common Stock	06/15/2012		F	625	D	\$ 37.79	32,636 (1)	D	

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

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SEC 1474 (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. Transactic Code (Instr. 8)	Derivative		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right-to-buy)	\$ 31.76	06/15/2012		M		330	(2)	06/14/2014	Common Stock	330
Stock Option (Right-to-buy)	\$ 34.73	06/15/2012		M		661	(2)	08/20/2012	Common Stock	661
Units in 401(k)	(3)						(3)	(3)	Common Stock	149.9 (3)

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Simmerman George M. Jr. 4101 WASHINGTON AVENUE NEWPORT NEWS, VA 23607

Corp VP, Dep Gen Counsel

Signatures

/s/ Kathy S. Owen, Attorney-in-fact for George M. Simmerman, Jr.

06/19/2012

**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) Total amount includes 18,072 restricted stock rights granted under the Huntington Ingalls Industries, Inc. 2011 Long-Term Incentive Stock Plan ("HII LTISP") on 3/31/2011, with 100% vesting on 3/31/2014. Grant awarded pursuant to Rule 16b-3(d).

Reporting Owners 2

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- (2) This option is fully exercisable.
 - The issuer's outside administrator for the employees' 401(k) plan holds issuer stock in a pooled fund as a participant investment option. Participant contributions designated to be invested in issuer common stock are accounted for as units of interest in the issuer fund. Each unit is valued at \$38.40 as of June 15, 2012. The unit value can fluctuate with fluctuations in the value of the issuer common stock and the
- (3) daily cash position. The number of shares of issuer stock attributable to the reporting person can be determined at any time by first multiplying the number of units in the reporting person's account by the then current unit price and dividing the total by the price of the issuer common stock. As of June 15, 2012, the reporting person held an equivalent of 149.90 shares in the issuer 401(k) Plan. The 401(k) plan is a "Qualified Plan" as defined in Rule 16b-3(b)(4).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.