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HUNTINGTON INGALLS INDUSTRIES, INC.

Form 4

December 17, 2013

FORN	1 /1								OIVID AF	PROVAL	
	UNITED	STATES		RITIES A shington,			NGE C	OMMISSION	OMB Number:	3235-0287	
Check the if no long	ugeg ny neverygy y gwatengwa				EDCHID OF	Expires:	January 31, 2005				
subject to STATEMENT OF CHANGES					SES IN BENEFICIAL OWNERSHIP OF SECURITIES				Estimated average burden hours per		
Form 5 obligation may cont <i>See</i> Instruct 1(b).	Filed purns Section 17(a) of the	Public Ut		ding Com	pany	Act of	e Act of 1934, 1935 or Section 0	response	0.5	
• •	ddress of Reporting	Person *	Symbol HUNTI	r Name and NGTON TRIES, II	INGALL	S	g	5. Relationship of Issuer (Check	Reporting Pers		
(Last) 4101 WASH	(First) (I	Middle)	3. Date of (Month/D) 12/13/20	-	ransaction			X Director Officer (give t below)		Owner or (specify	
NEWPORT	(Street) NEWS, VA 236	07		ndment, Da nth/Day/Year	_			6. Individual or Joi Applicable Line) _X_ Form filed by O Form filed by M Person	ne Reporting Per	rson	
(City)	(State)	(Zip)	Tabl	a I - Non-F	Narivativa (Socuri	ties Acar	iired, Disposed of,	or Ranaficiall	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution any	ned	3.	4. Securition(A) or Dis (Instr. 3, 4	ies Ac sposed	quired of (D)	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	
Common Stock	12/13/2013			A	28.923 (1) (2)	A	\$ 81.37 (2)	11,796.288	I	See footnote (3)	

displays a currently valid OMB control number.

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

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Persons who respond to the collection of

information contained in this form are not

required to respond unless the form

SEC 1474

(9-02)

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title an	d 8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration D	ate	Amount of	of Derivative	e Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underlyin	g Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securities	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3 ar	nd 4)	Owne
	Security				Acquired					Follo
	•				(A) or					Repo
					Disposed					Trans
					of (D)					(Instr
					(Instr. 3,					
					4, and 5)					
								Λ	nount	
									lount	
						Date	Expiration	Or Title Nove	no la cu	
						Exercisable	Date	Title Number	mber	
				C 1 W	(A) (D)			of		
				Code V	(A) (D)			Sha	ares	

Reporting Owners

Reporting Owner Name / Address	Relationships					
reporting owner name / namess	Director	10% Owner	Officer	Other		
Miller Paul D. 4101 WASHINGTON AVENUE NEWPORT NEWS, VA 23607	X					

Signatures

Kathy S. Owen, Attorney-in-Fact for Paul D.

Miller

12/17/2013

**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).
- Huntington Ingalls Industries, Inc. paid a cash dividend of \$0.20 per share of common stock on December 13, 2013. Pursuant to the terms

 (1) of the Huntington Ingalls Industries, Inc. 2011 and 2012 Long-Term Incentive Stock Plans, shares of common stock representing the dividend were deferred into a stock unit account in a transaction exempt by Rule 16b-3.
- Pursuant to the terms of the Huntington Ingalls Industries, Inc. 2011 and 2012 Long-Term Incentive Stock Plans, the number of shares is determined by dividing the aggregate amount of the dividend by the closing price of a share of common stock on the date of the payment of the dividend.
- Represents vested restricted stock units credited to the Reporting Person's account pursuant to Huntington Ingalls Industries, Inc.'s 2011 and 2012 Long-Term Incentive Stock Plans. Each director stock unit represents a right to receive one share of Issuer common stock (or cash equivalent value), which will generally become payable within 30 days following the date a non-employee director ceases to provide services as a member of the board of directors.

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.

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