#### Edgar Filing: HUNTINGTON INGALLS INDUSTRIES, INC. - Form 4

HUNTINGTON INGALLS INDUSTRIES, INC.

Form 4

January 06, 2015

# FORM 4

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

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

January 31, Expires: 2005

**OMB APPROVAL** 

Form 4 or Form 5 obligations may continue.

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

burden hours per response... 0.5

Estimated average

See Instruction 1(b).

(Last)

(Print or	Type Responses)	

1. Name and Address of Reporting Person \*

(First)

(Street)

4101 WASHINGTON AVENUE

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

**FARGO THOMAS B** 

(Middle)

Symbol

(Check all applicable)

**HUNTINGTON INGALLS** 

3. Date of Earliest Transaction

INDUSTRIES, INC. [HII]

X\_ Director 10% Owner Officer (give title Other (specify

(Month/Day/Year)

01/02/2015

below)

6. Individual or Joint/Group Filing(Check Applicable Line)

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

> \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

NEWPORT NEWS, VA 23607

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of 2. Transaction Date 2A. Deemed Execution Date, if Security (Month/Day/Year) (Instr. 3) (Month/Day/Year)

4. Securities Acquired 3. Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of 7. Nature of 6. Securities Ownership Indirect Beneficially Form: Direct Beneficial Owned (D) or Ownership Following Indirect (I) (Instr. 4) Reported (Instr. 4)

Ι

(A) or Code V Amount (D) Price

Transaction(s) (Instr. 3 and 4)

15,404.576

Α 223 (1) A 1,201 D

01/02/2015 111.91 Stock

See footnote (2)

Stock

Common

Common

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

(9-02)

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	onNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ties	(Instr. 5)	Bene
	Derivative				Securities		(Instr. 3 and 4)			Owne	
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A manust		
									Amount		
						Date Exercisable	Expiration Date	Title 1	or Namel		
									Number		
				C-1- V	(A) (D)				of		
				Coue v	(A) (D)				Shares		

## **Reporting Owners**

Relationships Reporting Owner Name / Address Director 10% Owner Officer Other

**FARGO THOMAS B** 4101 WASHINGTON AVENUE X NEWPORT NEWS, VA 23607

### **Signatures**

Kathy S. Owen, Attorney-in-Fact for Thomas B. 01/06/2015 Fargo

> \*\*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).

Shares of common stock issued pursuant to the Huntington Ingalls Industries, Inc. 2012 Long-Term Incentive Stock Plan ("Plan"), in an exempt transaction pursuant to Rule 16b-3. The Plan permits the Reporting Person to elect annually to receive and directly own shares of (1) common stock, rather than units of restricted stock, once the Reporting Person holds common stock of the issuer that has a value of more

than five times the Reporting Person's annual retainer. The Reporting Person made the election to receive common stock in accordance with the Plan. 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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