

ERMATINGER WILLIAM R  
Form 4  
March 01, 2019

# FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
ERMATINGER WILLIAM R

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)  
4101 WASHINGTON AVENUE  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
02/20/2019

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Ex. VP, Chief HR Officer

NEWPORT NEWS, VA 23607  
(City) (State) (Zip)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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	02/20/2019		G <sup>(1)</sup>	V 230 D \$ 0	33,379.042	D	
Common Stock	02/20/2019		G <sup>(1)</sup>	V 115 D \$ 0	33,264.042	D	
Common Stock	02/20/2019		G <sup>(1)</sup>	V 115 D \$ 0	33,149.042	D	
Common Stock	02/27/2019		A <sup>(2)</sup>	6,828 A \$ 210.24	39,977.042	D	
Common Stock	02/27/2019		F	3,102 D \$ 210.24	36,875.042	D	

Common Stock	1,359.56 <sup>(3)</sup>	I	By Savings Excess Plan
Common Stock	598.74 <sup>(4)</sup>	I	By 401(k) plan

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

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

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. 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 Owned Beneficially (Instr. 5)
--------------------------------------------	--------------------------------------------------------	--------------------------------------	----------------------------------------------------	--------------------------------	-----------------------------------------------------------------------------------------	----------------------------------------------------------	---------------------------------------------------------------	--------------------------------------------	------------------------------------------------------------------

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ERMATINGER WILLIAM R 4101 WASHINGTON AVENUE NEWPORT NEWS, VA 23607			Ex. VP, Chief HR Officer	

## Signatures

Kathy S. Owen, Attorney-in-Fact for William R. Ermatinger  
 \*\*Signature of Reporting Person  
 03/01/2019  
 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).

## Edgar Filing: ERMATINGER WILLIAM R - Form 4

- (1) This transaction represents a gift to a 501(c)(3) charitable foundation by the reporting person.
- (2) 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.  
  
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.
- (3) 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 Stock Fund.
- (4) 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 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.

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.