HUNTINGTON INGALLS INDUSTRIES, INC.

Form 4 March 18, 2014

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL

OMB 3235-0287 Number:

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

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

obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person * Miller Paul D.

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) 3. Date of Earliest Transaction

4. If Amendment, Date Original

(Month/Day/Year)

X_ Director 10% Owner Officer (give title Other (specify below)

4101 WASHINGTON AVENUE

(Street)

(State)

(Zip)

03/14/2014

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

Filed(Month/Day/Year)

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

Person

NEWPORT NEWS, VA 23607

(State)	Tab	le I - Non-l	Derivative	Secur	ities Acqui	red, Disposed of,	or Beneficial	ly Owned
2. Transaction Date	2A. Deemed	3.	4. Securit	ies Ac	quired (A)	5. Amount of	6.	7. Nature of
(Month/Day/Year)	Execution Date, if	Transactionr Disposed of (D)			Securities	Ownership	Indirect	
	any	Code	(Instr. 3, 4 and 5)			Beneficially	Form:	Beneficial
	(Month/Day/Year)	(Instr. 8)				Owned	Direct (D)	Ownership
						Following	or Indirect	(Instr. 4)
				(4)		Reported	(I)	
						Transaction(s)	(Instr. 4)	
		Code V	Amount	(D)	Price	(Instr. 3 and 4)		
			22.605		\$			See
03/14/2014		A	<u>(1) (2)</u>	A	102.35 (2)	12,103.893	I	footnote (3)
	2. Transaction Date (Month/Day/Year)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)	2. Transaction Date 2A. Deemed 3. (Month/Day/Year) Execution Date, if any Code (Month/Day/Year) (Instr. 8) Code V	2. Transaction Date (Month/Day/Year)	2. Transaction Date (Month/Day/Year) 2A. Deemed 3. 4. Securities Ac (Month/Day/Year) Execution Date, if any (Month/Day/Year) (Code (Instr. 3, 4 and 5) (Instr. 8) (A) or Code V Amount (D)	2. Transaction Date (Month/Day/Year)	2. Transaction Date 2A. Deemed 3. 4. Securities Acquired (A) 5. Amount of (Month/Day/Year) Execution Date, if any (Month/Day/Year) (Instr. 8) Code (Instr. 3, 4 and 5) Beneficially Owned Following Reported Transaction(s) (Instr. 8) (A) or (Code V Amount (D) Price Code V Amount (D) Pri	2. Transaction Date 2A. Deemed 3. 4. Securities Acquired (A) 5. Amount of (Month/Day/Year) Execution Date, if any (Month/Day/Year) (Instr. 3) 4 and 5) Beneficially Form: Owned Direct (D) Following Or Indirect Reported (I) Transaction(s) (Instr. 4) (Instr. 4) (Instr. 3) A 23.605 A 102.35 12,103.893 I

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 (9-02)required to respond unless the form displays a currently valid OMB control number.

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

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1.	Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Titl	le and	8. Price of	9. Nu
D	erivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amou	ınt of	Derivative	Deriv
S	ecurity	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(I	nstr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	Bene
		Derivative				Securities	3		(Instr.	3 and 4)		Owne
		Security				Acquired						Follo
		•				(A) or						Repo
						Disposed						Trans
						of (D)						(Instr
						(Instr. 3,						`
						4, and 5)						
						, ,						
										Amount		
							Date	Expiration		or		
							Exercisable	Date	Title	Number		
							Lacicisable	Duit	of	of		
					Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships					
	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

03/18/2014

**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 March 14, 2014. Pursuant to the terms 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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