

HUNTINGTON INGALLS INDUSTRIES, INC.

Form 4

March 03, 2017

FORM 4

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

OMB APPROVAL

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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)
03/01/2017

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

NEWPORT NEWS, VA 23607

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

(City) (State) (Zip)

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	02/22/2017		G ⁽¹⁾	465 D \$ 0	35,623	D	
Common Stock	03/01/2017		A ⁽²⁾	9,118 A \$ 219.47	44,741	D	
Common Stock	03/01/2017		F	4,371 D \$ 219.47	40,370	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)

number.

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
SEP Unit	(3)							(3)	(3)	Common Stock	93.0659
Units in 401(k) plan	(4)							(4)	(4)	Common Stock	582.3445

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
 03/03/2017
 **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) 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 March 1, 2017.
- (3) The issuer's outside administrator for the issuer's Savings Excess Plan holds issuer stock in a pooled fund as a participant investment option. Participant contributions designated for investment in issuer common stock are accounted for as units of interest in the issuer stock fund. Each unit was valued at \$51.4539 as of February 28, 2017. The unit value can fluctuate with fluctuations in the value of the issuer common stock and the daily cash position of the issuer stock fund. 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 February 28, 2017, the reporting person held an

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equivalent of 93.0659 shares in the issuer Savings Excess Plan. The Savings Excess plan is a "Non-Qualified Plan" as defined in 16b-3(b)(2).

The issuer's outside administrator for the issuer's 401(k) plan holds issuer stock in a pooled fund as a participant investment option. Participant contributions designated for investment in issuer common stock are accounted for as units of interest in the issuer stock fund. Each unit was valued at \$51.4539 as of February 28, 2017. The unit value can fluctuate with fluctuations in the value of the issuer

- (4) common stock and the daily cash position of the issuer stock fund. 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 February 28, 2017, the reporting person held an equivalent of 582.3445 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.

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