

HUNTINGTON INGALLS INDUSTRIES, INC.

Form 4

February 11, 2016

FORM 4

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

OMB APPROVAL

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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 *
WALKER KELLYE L

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)
03/13/2015

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Corp. VP and General Counsel

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 | 03/13/2015 | | A | | 8.702 <u>(1)</u> <u>(2)</u> <u>(3)</u> \$ 139.93 | D | |
| Common Stock | 06/12/2015 | | A | | 10.293 <u>(1)</u> <u>(2)</u> <u>(3)</u> \$ 118.13 | D | |
| Common Stock | 09/11/2015 | | A | | 10.559 <u>(1)</u> <u>(2)</u> <u>(3)</u> \$ 115.54 | D | |
| Common Stock | 12/11/2015 | | A | | 12.089 <u>(1)</u> <u>(2)</u> <u>(3)</u> \$ 126.58 | D | |

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

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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 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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|
| SEP Unit | (5) | | | | | (5) (5) | Common Stock | 31.6734 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| WALKER KELLYE L 4101 WASHINGTON AVENUE NEWPORT NEWS, VA 23607 | | | Corp. VP and General Counsel | |

Signatures

Kathy S. Owen, Attorney-in-Fact for Kellye L. Walker
02/11/2016

**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) During 2015 Huntington Ingalls Industries, Inc. paid cash dividends as follows: \$0.40 per share of common stock on each of March 13, June 12 and September 11 and \$0.50 per share on December 11. Under the terms of the Huntington Ingalls Industries, Inc. 2012 Long-Term Incentive Stock Plan, the Reporting Person received these dividends as shares of common stock, which, under the terms of the Plan, were deferred into a stock unit account in transactions exempt by Rule 16b-3.

(2) 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.

(3) Dividends discovered by Reporting Person in reconciliation of account

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- (4) Beneficially owned total as of date of filing of this Form 4.

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 \$30.021389 as of 12/31/2015. The unit value can fluctuate with fluctuations in the value of the issuer

- (5) 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 12/31/2015, the reporting person held an equivalent of 31.6734 shares in the issuer Savings Excess Plan. The Savings Excess plan is a "Non-Qualified Plan" as defined in 16b-3(b)(2).

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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