

Green Edgar A III  
Form 4  
May 09, 2018

**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 \*  
Green Edgar A III

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 (Month/Day/Year)  
05/08/2018

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Ex VP, Pres. HII Technical Sol

C/O HUNTINGTON INGALLS INDUSTRIES, INC., 4101 WASHINGTON AVENUE  
(Street)

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

NEWPORT NEWS, VA 23607

(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	05/08/2018		I		1,914.24 <u>(1)</u>	A	\$ 221.81
					1,914.24 <u>(2)</u>	I	
Common Stock	05/08/2018		I		1,797.7 <u>(3)</u>	A	\$ 221.81
					1,797.7 <u>(4)</u>	I	
Common Stock					5,564.835	D	

By 401(k) plan

By Savings Excess Plan

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

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(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 Beneficially Owned (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director    10% Owner    Officer    Other

Green Edgar A III  
C/O HUNTINGTON INGALLS INDUSTRIES, INC.  
4101 WASHINGTON AVENUE  
NEWPORT NEWS, VA 23607

Ex VP, Pres. HII Technical Sol

## Signatures

Kathy S. Owen, Attorney-in-Fact for Edgar A. Green

05/09/2018

\_\_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) The transaction constitutes an intra-plan transfer in the Huntington Ingalls Industries, Inc. Savings Plan (the "Plan") from one investment option to the HII Stock Fund. The reporting person's interest in the HII Stock Fund 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.

(2) 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.

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(3) The transaction constitutes an intra-plan transfer in the Huntington Ingalls Industries, Inc. Savings Excess Plan (the "Plan") from one investment option to the HII Stock Fund. The reporting person's interest in the HII Stock Fund 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 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.

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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