

HUNTINGTON INGALLS INDUSTRIES, INC.

Form 4

March 03, 2017

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

OMB  
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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 \*  
Kastner Christopher D2. 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  
\_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)  
Ex. VP, Bus Dev & CFO

NEWPORT NEWS, VA 23607

4. If Amendment, Date Original  
Filed(Month/Day/Year)6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 03/01/2017                              |                                                             | A <sup>(1)</sup>                     | 15,631                                                                  | A \$<br>219.47                                                                                                     | 55,212                                                                  | D                                                                 |
| Common<br>Stock                       | 03/01/2017                              |                                                             | F                                    | 7,266                                                                   | D \$<br>219.47                                                                                                     | 47,946                                                                  | D                                                                 |

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

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(9-02)

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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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5.<br>Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|-----------------------------------------------------|
| Units in<br>401(k)<br>plan                          | (2)                                                                   |                                         |                                                             | Code V (A) (D)                          |                                                                                                                       | Date<br>Exercisable (2) Expiration<br>Date (2)                 | Title<br>Common<br>Stock                                            | Amount or<br>Number of<br>Shares<br>85.7064         |

## Reporting Owners

| Reporting Owner Name / Address                                            | Relationships                    |
|---------------------------------------------------------------------------|----------------------------------|
|                                                                           | Director 10% Owner Officer Other |
| Kastner Christopher D<br>4101 WASHINGTON AVENUE<br>NEWPORT NEWS, VA 23607 | Ex. VP, Bus Dev & CFO            |

## Signatures

Kathy S. Owen, Attorney-in-Fact for Christopher D.  
Kastner 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) 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.
- (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 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 85.7064 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. 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.