

Boykin Jennifer R.
Form 4
March 12, 2019

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Boykin Jennifer R.

(Last) (First) (Middle)

C/O HUNTINGTON INGALLS
INDUSTRIES, INC., 4101
WASHINGTON AVE.

(Street)

NEWPORT NEWS, VA 23607

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

HUNTINGTON INGALLS
INDUSTRIES, INC. [HII]

3. Date of Earliest Transaction
(Month/Day/Year)
03/08/2019

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer (give title ____ Other (specify
below) below)
Ex VP, President NNS

6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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 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)
Common Stock	03/08/2019		A	(A) or (D) Amount 8.227 (1) Price \$ 200.12	4,667.932	D	
Common Stock	03/11/2019		F	3 D \$ 200.12	4,664.932	D	
Common Stock					3,431.4	I	By 401(k) plan

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

**Persons who respond to the collection of
information contained in this form are not**

SEC 1474
(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 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 Following Reported Transaction (Instr. 10)
				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

Boykin Jennifer R.
C/O HUNTINGTON INGALLS INDUSTRIES, INC.
4101 WASHINGTON AVE.
NEWPORT NEWS, VA 23607

Ex VP, President NNS

Signatures

Kathy S. Owen, Attorney-in-Fact for Jennifer R.
Boykin

03/12/2019

__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) Huntington Ingalls Industries, Inc. paid a cash dividend of \$0.86 per share of common stock on March 8, 2019. Pursuant to the terms of the Huntington Ingalls Industries, Inc. 2012 Long-Term Incentive Stock Plan, shares of common stock representing the dividend were issued to the reporting person in a transaction exempt by Rule 16b-3. The reporting person received shares of common stock, rather than a cash payment for the dividend, because the shares to which the dividend relates were in the form of restricted performance stock rights (RPSRs) as of the February 22, 2019 record date. The shares underlying the RPSRs were issued to the reporting person after the record date.

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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