

HUNTINGTON INGALLS INDUSTRIES, INC.

Form 4

March 03, 2017

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Kastner Christopher D

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
____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 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	03/01/2017		A ⁽¹⁾		15,631	A	\$ 219.47
Common Stock	03/01/2017		F		7,266	D	\$ 219.47

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

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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)
Units in 401(k) plan	(2)			Code V (A) (D)		Date Exercisable (2) Expiration Date (2)	Title Common Stock	Amount or Number of Shares 85.7064

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Kastner Christopher D 4101 WASHINGTON AVENUE 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.