1. Name and Address of Reporting Person

ERMATINGER WILLIAM R

2. Transaction Date (Month/Day/Year)

03/04/2020

3. Deemed Execution Date, if any (Month/Day/Year)

4. Transaction Code (Instr. 8)

5. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)

6. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)

7. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)

8. Nature of Indirect Beneficial Ownership (Instr. 4)

9. Reporting Person's Direct and Indirect Beneficial Ownership of Securities Underlying Derivatives (Instr. 4)

10. Underlying Common Stock or Unit Description

11. Reporting Person's Indirect Beneficial Ownership of Securities Underlying Derivatives (Instr. 4)

2. Issuer Name and Ticker or Trading Symbol

HUNTINGTON INGALLS INDUSTRIES, INC. [ HII ]

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

Director

Ex. VP, Chief HR Officer

10% Owner

Officer (give title below)

Other (specify below)

6. Relationship of Reporting Person(s) to Issuer (Check all applicable)

1. Title of Security (Instr. 3)

Common Stock

2. Transaction Date (Month/Day/Year)

03/04/2020

3. Deemed Execution Date, if any (Month/Day/Year)

4. Transaction Code (Instr. 8)

Code V Amount (A) or (D) Price

5. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)

6. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)

7. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)

8. Nature of Indirect Beneficial Ownership (Instr. 4)

By 401(k) plan

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

03/04/2020

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

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

6. Individual or Joint/Group Filing (Check Applicable Line)

X Form filed by One Reporting Person

7. Nature of Indirect Beneficial Ownership (Instr. 4)

1. Title of Derivative Security (Instr. 3)

2. Conversion or Exercise Price of Derivative Security

3. Transaction Date (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 Securities Underlying Derivative Security (Instr. 3 and 4)

8. Price of Derivative Security (Instr. 5)

9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)

10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)

11. Nature of Indirect Beneficial Ownership (Instr. 4)

1. Title of Security (Instr. 3)

Common Stock

2. Transaction Date (Month/Day/Year)

03/04/2020

3. Deemed Execution Date, if any (Month/Day/Year)

4. Transaction Code (Instr. 8)

5. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)

6. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)

7. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)

8. Nature of Indirect Beneficial Ownership (Instr. 4)

9. Reporting Person's Direct and Indirect Beneficial Ownership of Securities Underlying Derivatives (Instr. 4)

10. Underlying Common Stock or Unit Description

11. Reporting Person's Indirect Beneficial Ownership of Securities Underlying Derivatives (Instr. 4)

9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)

10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)

11. Nature of Indirect Beneficial Ownership (Instr. 4)

2. Conversion or Exercise Price of Derivative Security

3. Transaction Date (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 Securities Underlying Derivative Security (Instr. 3 and 4)

8. Price of Derivative Security (Instr. 5)

9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)

10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)

11. Nature of Indirect Beneficial Ownership (Instr. 4)

9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)

10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)

11. Nature of Indirect Beneficial Ownership (Instr. 4)

1. Title of Security (Instr. 3)

Common Stock

2. Transaction Date (Month/Day/Year)

03/04/2020

3. Deemed Execution Date, if any (Month/Day/Year)

4. Transaction Code (Instr. 8)

5. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)

6. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)

7. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)

8. Nature of Indirect Beneficial Ownership (Instr. 4)

9. Reporting Person's Direct and Indirect Beneficial Ownership of Securities Underlying Derivatives (Instr. 4)

10. Underlying Common Stock or Unit Description

11. Reporting Person's Indirect Beneficial Ownership of Securities Underlying Derivatives (Instr. 4)

2. Conversion or Exercise Price of Derivative Security

3. Transaction Date (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 Securities Underlying Derivative Security (Instr. 3 and 4)

8. Price of Derivative Security (Instr. 5)

9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)

10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)

11. Nature of Indirect Beneficial Ownership (Instr. 4)

Explanation of Responses:

1. This transaction represents a gift to a 501(c)(3) charitable foundation by the reporting person.

2. 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.

Remarks:

/s/ Kathy S. Owen, Attorney-in-Fact for William R. Ermatinger

Date 09/08/2020

** Signature of Reporting Person

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

* if the form is filed by more than one reporting person, see Instruction 4 (b)(v).


Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.