1. Name and Address of Reporting Person
Wyatt D R
(First) (Middle) (Last)
4101 WASHINGTON AVENUE
NEWPORT NEWS VA 23607

2. Issuer Name and Ticker or Trading Symbol
HUNTINGTON INGALLS INDUSTRIES, INC. [ HII ]

3. Date of Earliest Transaction (Month/Day/Year)
02/24/2020

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

5. Relationship of Reporting Person(s) to Issuer
X Officer (give title below)
Corp VP & Treasurer

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

<table>
<thead>
<tr>
<th>1. Title of Security (Instr. 3)</th>
<th>2. Transaction Date (Month/Day/Year)</th>
<th>2A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>3. Transaction Code (Instr. 8)</th>
<th>4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>7. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>02/24/2020</td>
<td></td>
<td>A</td>
<td>1,728 A</td>
<td>$234.84 A</td>
<td>22,653,543 D</td>
<td>D</td>
</tr>
<tr>
<td>Common Stock</td>
<td>02/25/2020</td>
<td></td>
<td>F</td>
<td>543 D</td>
<td>$234.84 D</td>
<td>22,110,543 D</td>
<td>D</td>
</tr>
<tr>
<td>Common Stock</td>
<td>02/25/2020</td>
<td></td>
<td>S</td>
<td>1,150 D</td>
<td>$235.31 D</td>
<td>20,960,543 D</td>
<td>D</td>
</tr>
<tr>
<td>Common Stock</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>1,357.98 I</td>
</tr>
</tbody>
</table>

By 401(k) Plan

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

<table>
<thead>
<tr>
<th>1. Title of Derivative Security (Instr. 3)</th>
<th>2. Conversion or Exercise Price of Derivative Security</th>
<th>3. Transaction Date (Month/Day/Year)</th>
<th>3A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>4. Transaction Code (Instr. 8)</th>
<th>5. Number of Derivative Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>6. Date Exercisable and Expiration Date (Month/Day/Year)</th>
<th>7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)</th>
<th>8. Price of Derivative Security (Instr. 5)</th>
<th>9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)</th>
<th>10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>11. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>02/24/2020</td>
<td>A(A)</td>
<td></td>
<td>1,728 A</td>
<td>$234.84 A</td>
<td>22,653,543 D</td>
<td>D</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Common Stock</td>
<td>02/25/2020</td>
<td>F</td>
<td></td>
<td>543 D</td>
<td>$234.84 D</td>
<td>22,110,543 D</td>
<td>D</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Common Stock</td>
<td>02/25/2020</td>
<td>S</td>
<td></td>
<td>1,150 D</td>
<td>$235.31 D</td>
<td>20,960,543 D</td>
<td>D</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Explanation of Responses:
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 February 24, 2020.

Remarks:
/s/ Kathy S. Owen, Attorney-in-Fact for D. R. Wyatt
02/26/2020
** Signature of Reporting Person ** Date

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.