1. Name and Address of Reporting Person
   NORTHROP GRUMMAN CORP /DE/
   1840 CENTURY PARK EAST
   LOS ANGELES CA 90067

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

3. Date of Earliest Transaction (Month/Day/Year)
   03/30/2011

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

5. Relationship of Reporting Person(s) to Issuer
   (Check all applicable)
   Director
   X 10% Owner
   Officer (give title below)
   Other (specify below)

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

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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>03/30/2011</td>
<td></td>
<td>A</td>
<td>48,765,741 A</td>
<td>48,765,841</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Common Stock</td>
<td>03/30/2011</td>
<td></td>
<td>J</td>
<td>48,765,841 D</td>
<td>0</td>
<td>D</td>
<td></td>
</tr>
</tbody>
</table>

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

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Explanation of Responses:
1. On March 30, 2011, New P, Inc., now named “Northrop Grumman Corporation” (the “Reporting Person”) became the successor issuer of Northrop Grumman Corporation, now renamed “Titan II Inc.” (“Titan”), pursuant to a merger. The merger resulted in the Reporting Person becoming a parent holding company of Huntington Ingalls Industries, Inc. (“HII”) and directly holding the shares of HII.

2. The Reporting Person owned 100 shares of HII’s common stock prior to HII’s recapitalization on March 30, 2011, which was approved by the Reporting Person as the sole stockholder of HII and pursuant to which HII declared a pro rata dividend of its common stock, par value $0.01 (“HII Common Stock”), and issued shares of HII Common Stock to enable the Reporting Person to effect the legal and structural separation of HII from the Reporting Person by way of a pro rata dividend to the Reporting Person’s stockholders of one share of HII Common Stock for every six shares of the Reporting Person’s common stock held as of 5:00 p.m., Eastern time, on March 30, 2011 (the “Spin-Off”). The recapitalization was approved pursuant to Rule 16b-3.

3. 48,765,841 shares of HII Common Stock were distributed by the Reporting Person at 12:01 a.m., Eastern time, on March 31, 2011, and a new board of directors was elected for HII in connection with the Spin-Off. As a result of the Spin-Off, Titan and the Reporting Person no longer beneficially own any shares of HII Common Stock and consequently are no longer subject to the requirements of Section 16 of the Securities Exchange Act of 1934, as amended (“Section 16”), with respect to the HII Common Stock. The Reporting Person is also no longer considered a director of HII for purposes of Section 16.

/s/ Jennifer C. McGarey
Corporate Vice President and Secretary
03/31/2011

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.