**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. **Name and Address of Reporting Person**
   - Bilden Philip M.
   - 4101 WASHINGTON AVE.
   - NEWPORT NEWS VA 23607

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

3. **Date of Earliest Transaction**
   - 04/01/2020

4. **Individual or Joint/Group Filing**
   - Form filed by One Reporting Person

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

<table>
<thead>
<tr>
<th>Title of Security</th>
<th>Transaction Date (Month/Day/Year)</th>
<th>Deemed Execution Date, if any (Month/Day/Year)</th>
<th>Transaction Code</th>
<th>Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>Amount</th>
<th>Price</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>04/01/2020</td>
<td></td>
<td>A</td>
<td>187 A</td>
<td>$173.14</td>
<td>1,480 D</td>
</tr>
<tr>
<td>Common Stock</td>
<td></td>
<td></td>
<td>A</td>
<td>10,500 I</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

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

<table>
<thead>
<tr>
<th>Title of Derivative Security (Instr. 3)</th>
<th>Conversion or Exercise Price of Derivative Security</th>
<th>Transaction Date (Month/Day/Year)</th>
<th>Deemed Execution Date, if any (Month/Day/Year)</th>
<th>Transaction Code (Instr. 8)</th>
<th>Number of Derivative Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>Date Exercisable and Expiration Date (Month/Day/Year)</th>
<th>Title of Derivative Security (Instr. 5)</th>
<th>Amount or Number of Shares</th>
<th>Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td></td>
<td></td>
<td></td>
<td>A</td>
<td>(A) or (D)</td>
<td>Date Exercisable</td>
<td>Amount or Number of Shares</td>
<td>Nature of Indirect Beneficial Ownership (Instr. 4)</td>
<td></td>
</tr>
</tbody>
</table>

Explanation of Responses:

Remarks:

**Signature of Reporting Person**

/s/ Kathy S. Owen, Attorney-in-Fact for Philip M. Bilden

04/03/2020

**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.