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

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

<table>
<thead>
<tr>
<th>Security</th>
<th>Date of Earliest Transaction (Month/Day/Year)</th>
<th>Total Amount of Securities Beneficially Owned Following Transaction(s) (Instr. 3 and 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>12/14/2012</td>
<td>110,497</td>
</tr>
</tbody>
</table>

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

<table>
<thead>
<tr>
<th>Security</th>
<th>Date Exercisable</th>
<th>Expiration Date</th>
<th>Amount or Number of Shares</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Explanation of Responses:

1. Original Form 4 reported dividend accretions to an award under the 2012 Long-Term Incentive Stock Plan; however, the award and all potential dividend accretions are contingent upon the meeting of certain performance goals which are not determinable until 2015. Thus this amendment withdraws the erroneous reporting of these dividend accretions.

2. Total amount includes 60,240 restricted stock rights granted under the Huntington Ingalls Industries, Inc. 2011 Long-Term Incentive Stock Plan ("HII LTISP") on 3/31/2011, with 100% vesting on the meeting of certain performance goals which are not determinable until 2015. Thus this amendment withdraws the erroneous reporting of these dividend accretions.

Remarks:


** 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.