Statement of Changes in Beneficial Ownership

1. Name and Address of Reporting Person:
   Simmerman George M. Jr.
   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):
   03/31/2011

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

5. Relationship of Reporting Person(s) to Issuer:
   Director
   Officer (give title below)
   Corp VP, Dep. GC & Asst Sec'y

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

---

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

<table>
<thead>
<tr>
<th>Title of Security (Instr. 3)</th>
<th>Transaction Date (Month/Day/Year)</th>
<th>As Deemed Execution Date, if any (Month/Day/Year)</th>
<th>Transaction Code (Instr. 8)</th>
<th>Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>Amount (A) or (D)</th>
<th>Price</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>03/31/2011</td>
<td>A</td>
<td></td>
<td>18,072</td>
<td>$0</td>
<td>19,252(1)</td>
</tr>
<tr>
<td>Common Stock</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

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

<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>As 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 Underlying Derivative Security (Instr. 3 and 4)</th>
<th>Amount or Number of Shares</th>
</tr>
</thead>
<tbody>
<tr>
<td>Stock Option (Right-to-Buy)</td>
<td>$34.73</td>
<td>03/31/2011</td>
<td>A(3)</td>
<td>661</td>
<td>08/20/2012</td>
<td>Common Stock</td>
<td>661</td>
<td>D</td>
</tr>
<tr>
<td>Stock Option (Right-to-Buy)</td>
<td>$31.76</td>
<td>03/31/2011</td>
<td>A(3)</td>
<td>330</td>
<td>06/14/2014</td>
<td>Common Stock</td>
<td>330</td>
<td>D</td>
</tr>
</tbody>
</table>

**Explanation of Responses:**

1. Total amount includes 18,072 restricted stock rights granted under the Huntington Ingalls Industries, Inc. 2011 Long-Term Incentive Stock Plan ("HII LTISP") on 3/31/11, with 100% vesting on 3/31/14. Grant awarded pursuant to Rule 16b-3(d).
2. Held in the Huntington Ingalls Industries, Inc. Savings Plan (the "Plan"), a qualified profit sharing plan, as of 3/31/11. Share totals with respect to the Plan are based upon unit accounting and therefore may reflect a decrease in units attributable to an individual though no disposition occurred.
3. In conjunction with the legal and structural separation (the "Spin-Off") of the Issuer from Northrop Grumman Corporation ("NGC"), each stock option held by the Reporting Person as of the Spin-Off that was granted to the Reporting Person pursuant to an equity plan of NGC has been converted into a stock option granted by the Issuer pursuant to the HII LTISP on substantially the same terms (other than with respect to the exercise price and the number and type of shares covered thereby), pursuant to the anti-dilution provisions of the stock option. The grant and terms of the adjustment were approved by the Issuer's Board of Directors.
4. This option is fully exercisable.
5. Granted without payment by grantee.

/s/ Bruce N. Hawthorne
Attorney-in-fact for George M. Simmerman

** 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.