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

| Title of Security (Instr. 3) | Transaction Date (Month/Day/Year) | Deemed Execution Date, if any (Month/Day/Year) | Transaction Code (Instr. 8) | Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) | Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | Nature of Indirect Beneficial Ownership (Instr. 4) |
|-----------------------------|-----------------------------------|----------------------------------------------|----------------------------|--------------------------------------------------|---------------------------------------------------------------------------------|---------------------------------|---------------------------------|---------------------------------|
| Common Stock                | 06/12/2020                        | A                                            | A                          | $182.29                                          | 2,883.635                                                                       | I                               | See Footnote                    |

**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>Date Exercisable</th>
<th>Expiration Date</th>
<th>Title</th>
<th>Amount or Number of Shares</th>
</tr>
</thead>
</table>

**Explanation of Responses:**

1. Huntington Ingalls Industries, Inc. paid a cash dividend of $1.03 per share of common stock on June 12, 2020. Pursuant to the terms of the Huntington Ingalls Industries, Inc. 2012 Long-Term Incentive Stock Plan, shares of common stock representing the dividend were deferred into a stock unit account in a transaction exempt by Rule 16b-3.

**Remarks:**

/\ Kathy S. Owen, Attorney-in-Fact for John K. Welch 06/16/2020

**Signature of Reporting Person**

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.