1. Name and Address of Reporting Person

PETTERS C MICHAEL

(First)  (Middle)  (Last)

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)

02/24/2020

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

5. Relationship of Reporting Person(s) to Issuer

X Director
X Officer (give title below)

President & CEO

6. Individual or Joint/Group Filing (Check Applicable Line)

Form filed by One Reporting Person

7. Title of Security (Instr. 3)

Common Stock

2. Transaction Date (Month/Day/Year)

02/24/2020

2A. Deemed Execution Date, if any (Month/Day/Year)

3. Transaction Code (Instr. 8)

4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)

A

5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)

25,617

6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)

D

7. Nature of Indirect Beneficial Ownership (Instr. 4)

By 401(k) Plan

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

<table>
<thead>
<tr>
<th>Title of Security</th>
<th>Transaction Date</th>
<th>Deemed Execution Date</th>
<th>Transaction Code</th>
<th>Acquired (A)</th>
<th>Amount of Securities Owned Following Reported Transaction(s)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>02/24/2020</td>
<td></td>
<td>A</td>
<td>25,617</td>
<td>$234.84, 572,741.35 D</td>
</tr>
<tr>
<td>Common Stock</td>
<td>02/25/2020</td>
<td></td>
<td>F</td>
<td>10,943</td>
<td>$234.84, 561,798.35 D</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>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 and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)</th>
<th>Price of Derivative Security (Instr. 5)</th>
<th>Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)</th>
<th>Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Title of Derivative Security (Instr. 3)</td>
<td>Conversion or Exercise Price of Derivative Security</td>
<td>Transaction Date (Month/Day/Year)</td>
<td>Deemed Execution Date, if any (Month/Day/Year)</td>
<td>Transaction Code (Instr. 8)</td>
<td>Number of Derivative Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</td>
<td>Date Exercisable and Expiration Date (Month/Day/Year)</td>
<td>Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)</td>
<td>Price of Derivative Security (Instr. 5)</td>
<td>Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</td>
<td>Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)</td>
<td>Nature of Indirect Beneficial Ownership (Instr. 4)</td>
</tr>
</tbody>
</table>

Explanation of Responses:

1. The Huntington Ingalls Industries, Inc. Compensation Committee determined that all performance goals had been met for these restricted stock units, and they were issued on February 24, 2020.

Remarks:

/s/ Kathy S. Owen, Attorney-in-Fact for C. Michael Petters

02/26/2020

** 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.