**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

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1. **Name and Address of Reporting Person**
   
   Wilson Stephen R  
   
   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**
   
   09/11/2002

4. **Individual or Joint/Group Filing (Check Applicable Line)**
   
   X Form filed by One Reporting Person

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### 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>Securities Acquired</th>
<th>Amount</th>
<th>Price</th>
<th>Ownership Form</th>
<th>Nature of Indirect Beneficial Ownership</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>09/11/2020</td>
<td>A</td>
<td>20.657</td>
<td>$147.4</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td>2,976.847</td>
<td>I</td>
<td></td>
<td>See footnotes</td>
<td></td>
</tr>
<tr>
<td>Common Stock</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>460</td>
<td>D</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Common Stock</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>460</td>
<td>I</td>
<td>By spouse</td>
<td></td>
</tr>
</tbody>
</table>

*Footnotes:

1. Huntington Ingalls Industries, Inc. paid a cash dividend of $1.03 per share of common stock on September 11, 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:**

/s/ Kathy S. Owen, Attorney-in-Fact for Stephen R. Wilson  
09/15/2020  
**Signature of Reporting Person**

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**Explanation of Responses:**

1. Huntington Ingalls Industries, Inc. paid a cash dividend of $1.03 per share of common stock on September 11, 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:**

/s/ Kathy S. Owen, Attorney-in-Fact for Stephen R. Wilson  
09/15/2020  
**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.