**SEC Form 4**

**United States Securities and Exchange Commission**

**Washington, D.C. 20549**

**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**
   - **Harker Victoria D**
     - (Last)
     - (First)
     - (Middle)
     - 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)**
   - 06/12/2020

4. **If Amendment, Date of Original Filed (Month/Day/Year)**
   - 06/16/2020

5. **Relationship of Reporting Person(s) to Issuer**
   - X Director
   - 10% Owner
   - Officer (give title below)
   - Other (specify below)

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**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>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 (A)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>06/12/2020</td>
<td>A</td>
<td>32.39&lt;sup&gt;(1)&lt;/sup&gt;</td>
<td>5,764.0725</td>
<td>$182.29</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>Date Exercisable</th>
<th>Expiration Date</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:**

/s/ Kathy S. Owen, Attorney-in-Fact for Victoria D. Harker 06/16/2020

**Signature of Reporting Person**

**Date**

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