1. Name and Address of Reporting Person:

WELCH JOHN K

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):

01/02/2020

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

5. Relationship of Reporting Person(s) to Issuer (Check all applicable):

X Director

Officer (give title below)

Other (specify below)

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

X Form filed by One Reporting Person

Form filed by More than One Reporting Person

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

See Footnote(2)

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, if any</th>
<th>Transaction Code</th>
<th>Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)</th>
<th>Amount (A) or (D)</th>
<th>Price</th>
<th>Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>01/02/2020</td>
<td>A(1)</td>
<td>127</td>
<td>$255.85</td>
<td>2,665.053</td>
<td>I</td>
<td>See Footnote(2)</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Common Stock</td>
<td></td>
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</tbody>
</table>

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</th>
<th>Conversion or Exercise Price of Derivative Security</th>
<th>Transaction Date</th>
<th>Deemed Execution Date, if any</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>Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
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Explanation of Responses:

1. Shares of common stock deferred into stock unit account pursuant to Huntington Ingalls Industries, Inc. 2012 Long-Term Incentive Stock Plan, in an exempt transaction pursuant to Rule 16b-3.

2. Represents vested restricted stock units credited to the Reporting Person’s account pursuant to Huntington Ingalls Industries, Inc.’s 2012 Long-Term Incentive Stock Plan. Each director stock unit represents a right to receive one share of Issuer common stock (or cash equivalent value), which will generally become payable within 30 days following the date a non-employee director ceases to provide services as a member of the board of directors.

Remarks:

/s/ Kathy S. Owen, Attorney-in-Fact for John K. Welch

01/06/2020

** 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.