FARGO THOMAS B

Form 4

January 04, 2019

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

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Form 5
obligations

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

may continue.

See Instruction

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * FARGO THOMAS B			2. Issuer Name and Ticker or Trading Symbol HUNTINGTON INGALLS INDUSTRIES, INC. [HII]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) 4101 WAS	(First) HINGTON AV	(Middle) ENUE		f Earliest Ti Day/Year) 019	ransaction	_X_ Director 10% Owned below)			
	(Street)			endment, Danth/Day/Year	ate Original	6. Individual or Jo Applicable Line) _X_ Form filed by C	•		
NEWPORT	Γ NEWS, VA 23	3607				Form filed by M Person	1 0		
(City)	(State)	(Zip)	Tabl	le I - Non-I	Derivative Securities Acq	uired, Disposed of	, or Beneficiall	ly Owned	
1.Title of Security	2. Transaction Da (Month/Day/Yea		n Date, if		4. Securities Acquired or(A) or Disposed of (D)	5. Amount of Securities	6. Ownership	7. Nature	

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securion(A) or Do (Instr. 3,	ispose 4 and (A) or	ed of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	01/02/2019		A <u>(1)</u>	168	A	\$ 192.56	16,389.436	I	See footnote (2)
Common Stock							1,348	D	
Common Stock							978	I	Thomas B. Fargo Trust

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not (9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
									Amount		
						Date	Expiration	Title	or Number		
						Exercisable	Date	Title	of		
				Code V	(A) (D)						
				Coue v	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
FARGO THOMAS B 4101 WASHINGTON AVENUE	X						
NEWPORT NEWS, VA 23607							

Signatures

Kathy S. Owen, Attorney-in-Fact for Thomas B. Fargo 01/04/2019

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (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.
- Represents vested restricted stock units credited to the Reporting Person's account pursuant to Huntington Ingalls Industries, Inc.'s 2011 and 2012 Long-Term Incentive Stock Plans. 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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