Miller Paul D. Form 4 April 04, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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Expires:

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response...

subject to Section 16. Form 4 or Form 5 obligations may continue.

See Instruction

Check this box

if no longer

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 30(h) of the Investment Company Act of 1940

1(b). (Print or Type Responses)

(Last)

1.Title of

Security

(Instr. 3)

1. Name and Address of Reporting Person * Miller Paul D.

(First)

4101 WASHINGTON AVENUE

2. Issuer Name and Ticker or Trading

Symbol

5. Relationship of Reporting Person(s) to Issuer

HUNTINGTON INGALLS

INDUSTRIES, INC. [HII] 3. Date of Earliest Transaction

(Month/Day/Year)

_X__ Director 10% Owner Officer (give title Other (specify

(Check all applicable)

04/02/2012

Filed(Month/Day/Year)

(Street)

(Middle)

4. If Amendment, Date Original

below)

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

X Form filed by One Reporting Person

NEWPORT NEWS, VA 23607

Form filed by More than One Reporting Person

(City) (State) (Zip)

> 2. Transaction Date 2A. Deemed 4. Securities 3. (Month/Day/Year) Execution Date, if TransactionAcquired (A) or

Code Disposed of (D) (Month/Day/Year) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially Beneficial (D) or Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4)

Reported (A) Transaction(s) (Instr. 3 and 4)

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

or Code V Amount (D) Price

See Common 04/02/2012 A 630 (1) A \$0 $8,659^{(2)}$ footnote I Stock (2)

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

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SEC 1474 (9-02)

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

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title a	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amount	of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day	Year)	Underlyi	ing	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	erivative			es	(Instr. 5)	Bene
	Derivative				Securities	3		(Instr. 3	and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
								٨	mount		
								01			
						Date Exercisable	Expiration Date		umber		
								of			
				Code V	(A) (D)				hares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
reporting owner rune, rune,	Director	10% Owner	Officer	Other			
Miller Paul D. 4101 WASHINGTON AVENUE NEWPORT NEWS, VA 23607	X						

Signatures

Kathy S. Owen, Attorney-in-fact for Paul D. 04/04/2012 Miller

> **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).
- Shares of common stock deferred into stock unit account, including dividends, pursuant to Huntington Ingalls Industries, Inc. 2011 **(1)** Long-Term Incentive Stock Plan, in an exempt transaction pursuant to Rule 16b-3.
- Represents stock units credited to the Reporting Person's account pursuant to Huntington Ingalls Industries, Inc. 2011 Long-Term Stock Incentive Plan. Each director stock unit represents a right to receive one share of Issuer common stock (or cash equivalent value).

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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