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HUNTINGTON INGALLS INDUSTRIES, INC.

Form 4

Common

Stock

December 13, 2016

FORM	Ι Δ								OMB AF	PROVAL	-	
	CIVILED	Washington, D.C. 20549								3235-0		
Check the if no long	rar.		CII A NI	CEC DI	DENIEL	OT A 1		EDCHID OF	Expires:	January 2	/ 31, 2005	
subject to Section 1 Form 4 o	6. r	STATEMENT OF CHANGES IN BENEFICIAL OWNER SECURITIES							Estimated average burden hours per response		0.5	
Form 5 obligation may cont <i>See</i> Instru 1(b).	ns inue. Section 17(a) of the Pu	ıblic Ut	ility Holo		pany	Act of	Act of 1934, 1935 or Section	ı			
Print or Type F	Responses)											
FARGO THOMAS B Syr			2. Issuer Name and Ticker or Trading Symbol					5. Relationship of Reporting Person(s) to Issuer				
					INGALL NC. [HII]			(Check	all applicable)		
(Last) 4101 WASH	3. Date of Earliest Transaction (Month/Day/Year) 12/09/2016					_X_ Director 10% Owner Officer (give title Other (specify below)						
(Street) 4. If Amo			. If Amer	endment, Date Original nth/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person				
NEWPORT	NEWS, VA 236	07						Form filed by M Person	ore than One Rep	porting		
(City)	(State)	(Zip)	Table	e I - Non-D	erivative S	ecuri	ties Acqu	iired, Disposed of,	or Beneficiall	y Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	nsaction Date 2A. Deemed h/Day/Year) Execution Date, if any (Month/Day/Year)			4. Securiti on(A) or Dis (Instr. 3, 4	posed	of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
				Code V	Amount	or (D)	Price	(Instr. 3 and 4)				
Common Stock	12/09/2016			A	52.136 (1)	A	\$ 181.5	15,822.881	I	See footnote	e	

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 required to respond unless the form displays a currently valid OMB control number.

SEC 1474

(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	Transaction	orNumber	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		Secur	ities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration	TC'41	or		
						Exercisable	Date	Title	Number		
				C 1 17	(A) (D)			of			
				Code V	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address 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. 12/13/2016 Fargo

> **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).
- Huntington Ingalls Industries, Inc. paid a cash dividend of \$0.60 per share of common stock on December 9, 2015. Pursuant to the terms (1) of the Huntington Ingalls Industries, Inc. 2011 and 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.
- 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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