

HUNTINGTON INGALLS INDUSTRIES, INC.

Form 3

March 08, 2016

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

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

(Print or Type Responses)

|  |  |  |  |  |   |
|--|--|--|--|--|---|
| 1. Name and Address of Reporting Person *<br>Smith Michael Stephen<br>(Last) (First) (Middle)<br><br>4101 WASHINGTON AVE.<br>(Street)<br><br>NEWPORT<br>NEWS, VA 23607<br>(City) (State) (Zip) | 2. Date of Event Requiring Statement<br>(Month/Day/Year)<br>03/01/2016 | 3. Issuer Name and Ticker or Trading Symbol<br>HUNTINGTON INGALLS INDUSTRIES, INC. [HII] | 4. Relationship of Reporting Person(s) to Issuer<br><br>(Check all applicable)<br><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other<br>(give title below) (specify below)<br>Corp VP, Strategy & Dev. | 5. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person |
|--|--|--|--|--|---|

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock                       | 493.482 <sup>(1)</sup>                                   | D   | ^  |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security:<br>Direct (D)<br>or Indirect | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|---|---|--|--|--|--|
|   | Date Exercisable  | Expiration Date  | Title  | Amount or Number of  |  |

|                      |       |       |              |          |        |            |   |
|----------------------|-------|-------|--------------|----------|--------|------------|---|
|                      |       |       |              | Shares   |        | (I)        |   |
|                      |       |       |              |          |        | (Instr. 5) |   |
| Units in 401(k) plan | Â (2) | Â (2) | Common Stock | 168.4378 | \$ (2) | D          | Â |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                            |       |
|---|---------------|-----------|----------------------------|-------|
|   | Director      | 10% Owner | Officer                    | Other |
| Smith Michael Stephen<br>4101 WASHINGTON AVE.<br>NEWPORT NEWS, VA 23607 | Â             | Â         | Â Corp VP, Strategy & Dev. | Â     |

## Signatures

Kathy S. Owen, Attorney-in-Fact for Michael Stephen Smith 03/08/2016

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(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).

Total amount includes 484 restricted stock rights, with accumulated dividends equal to 9.482 restricted stock rights, granted under the

(1) Huntington Ingalls Industries, Inc. 2012 Long-Term Incentive Stock Plan ("HII LTISP") on 08/25/2014, and with 100% vesting on 08/25/2017.

The issuer's outside administrator for the issuer's 401(k) plan holds issuer stock in a pooled fund as a participant investment option.

Participant contributions designated for investment in issuer common stock are accounted for as units of interest in the issuer stock fund.

Each unit was valued at \$31.3996 as of March 1, 2016. The unit value can fluctuate with fluctuations in the value of the issuer common

(2) stock and the daily cash position of the issuer stock fund. The number of shares of issuer stock attributable to the reporting person can be determined at any time by first multiplying the number of units in the reporting person's account by the then current unit price and dividing the total by the price of the issuer common stock. As of March 1, 2016, the reporting person held an equivalent of 168.4378 shares in the issuer 401(k) plan. The 401(k) plan is a "Qualified Plan" as defined in Rule 16b-3(b)(4).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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