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HUNTINGTON INGALLS INDUSTRIES, INC.

Form 4

December 16, 2014

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

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if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue. See Instruction

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

1(b).

(City)

(State)

(Zin)

(Print or Type Responses)

1. Name and Address of Reporting Person * VON DER HEYDEN KARL M	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
	HUNTINGTON INGALLS INDUSTRIES, INC. [HII]	(Check all applicable)			
(Last) (First) (Middle) 4101 WASHINGTON AVENUE	3. Date of Earliest Transaction (Month/Day/Year) 12/12/2014	_X_ Director 10% Owner Officer (give title below) Other (specify below)			
(Street)	4. If Amendment, Date Original Filed(Month/Day/Year)	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)	Tabl	le I - Non-l	Derivative Secu	rities Acqui	red, Disposed of,	or Beneficiall	y Owned
1.Title of	2. Transaction Date		3.	4. Securities Ac		5. Amount of	6.	7. Nature of
Security (Instr. 3)	(Month/Day/Year)	Execution Date, if any	Code	omr Disposed of (Instr. 3, 4 and	` '	Securities Beneficially	Ownership Form:	Indirect Beneficial
(IIIstr. 3)		(Month/Day/Year)	(Instr. 8)	(msu. 5, 4 and	<i>5)</i>	Owned	Direct (D)	Ownership
						Following	or Indirect	(Instr. 4)
				(A)		Reported Transaction(s)	(I) (Instr. 4)	
			Code V	or Amount (D)	Price	(Instr. 3 and 4)	(msu. 4)	
Common Stock	12/12/2014		A	49.776 (1) (2) A	\$ 103.65	12,947.67	I	See footnote

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

(3)

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration D	ate	Amour	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(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)						
									A		
									Amount		
						Date	Expiration		or		
						Exercisable	Date		Number		
				~					of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
reporting owner rune, runes	Director	10% Owner	Officer	Other			
VON DER HEYDEN KARL M 4101 WASHINGTON AVENUE NEWPORT NEWS, VA 23607	X						

Signatures

Kathy S. Owen, Attorney-in-Fact for Karl von der Heyden

12/16/2014

**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 \$0.40 per share of common stock on December 12, 2014. 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.
- Pursuant to the terms of the Huntington Ingalls Industries, Inc. 2011 and 2012 Long-Term Incentive Stock Plans, the number of shares is determined by dividing the aggregate amount of the dividend by the closing price of a share of common stock on the date of the payment of the dividend.
- 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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