

ERMATINGER WILLIAM R
Form 4
March 01, 2019

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN 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 *
ERMATINGER WILLIAM R

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) (First) (Middle)
4101 WASHINGTON AVENUE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/20/2019

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Ex. VP, Chief HR Officer

NEWPORT NEWS, VA 23607
(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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)
			Code	V Amount (A) or (D) Price			
Common Stock	02/20/2019		G ⁽¹⁾	V 230 D \$ 0	33,379.042	D	
Common Stock	02/20/2019		G ⁽¹⁾	V 115 D \$ 0	33,264.042	D	
Common Stock	02/20/2019		G ⁽¹⁾	V 115 D \$ 0	33,149.042	D	
Common Stock	02/27/2019		A ⁽²⁾	6,828 A \$ 210.24	39,977.042	D	
Common Stock	02/27/2019		F	3,102 D \$ 210.24	36,875.042	D	

Common Stock	1,359.56 ⁽³⁾	I	By Savings Excess Plan
Common Stock	598.74 ⁽⁴⁾	I	By 401(k) plan

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.

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(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ERMATINGER WILLIAM R 4101 WASHINGTON AVENUE NEWPORT NEWS, VA 23607			Ex. VP, Chief HR Officer	

Signatures

Kathy S. Owen, Attorney-in-Fact for William R. Ermatinger
 **Signature of Reporting Person
 03/01/2019
 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).

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- (1) This transaction represents a gift to a 501(c)(3) charitable foundation by the reporting person.
- (2) The Huntington Ingalls Industries, Inc. Compensation Committee determined that all performance goals had been met for these restricted stock units, and they were issued on February 27, 2019.

The reporting person's interest in the HII Stock Fund of the Huntington Ingalls Industries, Inc. Savings Excess Plan (the "Plan") is held in the form of units of interest. The Plan's administrator calculates the number of shares of issuer common stock represented by units in the HII Stock Fund.
- (3) The reporting person's interest in the HII Stock Fund of the Huntington Ingalls Industries, Inc. Savings Plan (the "Plan") is held in the form of units of interest. The Plan's administrator calculates the number of shares of issuer common stock represented by units in the HII Stock Fund.
- (4) The reporting person's interest in the HII Stock Fund of the Huntington Ingalls Industries, Inc. Savings Plan (the "Plan") is held in the form of units of interest. The Plan's administrator calculates the number of shares of issuer common stock represented by units in the HII Stock Fund.

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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