

HUNTINGTON INGALLS INDUSTRIES, INC.

Form 4

August 26, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
MULHERIN MATTHEW J

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)
08/23/2013

____ Director
 Officer (give title below) _____ Other (specify below)
Corp VP, President Newport News

NEWPORT NEWS, VA 23607

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

(City) (State) (Zip)

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	08/23/2013		M		13,222	A	\$ 31.76
							97,040 ⁽¹⁾
Common Stock	08/23/2013		S		13,222	D	\$ 65.3689
							83,818 ⁽¹⁾
							⁽²⁾
Common Stock	08/23/2013		M		12,344	A	\$ 27.23
							96,162 ⁽¹⁾
Common Stock	08/23/2013		S		12,344	D	\$ 65.3669
							83,818 ⁽¹⁾
							⁽³⁾

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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)

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 Security (Instr. 3 and 4)	8. Amount or Number of Shares
Stock Option (Right-to-Buy)	\$ 31.76	08/23/2013		M	13,222	⁽⁴⁾ 06/14/2014	Common Stock	13,222
Stock Option (Right-to-Buy)	\$ 27.23	08/23/2013		M	12,344	⁽⁴⁾ 02/17/2016	Common Stock	12,344

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MULHERIN MATTHEW J 4101 WASHINGTON AVENUE NEWPORT NEWS, VA 23607			Corp VP, President Newport News	

Signatures

Kathy S. Owen, Attorney-in-Fact for Matthew J. Mulherin
Date: 08/26/2013

__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).
- (1) Total amount includes 24,096 restricted stock rights granted under the Huntington Ingalls Industries, Inc. 2011 Long-Term Incentive Stock Plan ("HII LTISP") on 3/31/2011, with 100% vesting on 3/31/2014. Grant awarded pursuant to Rule 16b-3(d).
The price shown is the weighted average price at which shares were sold in multiple sales transactions made pursuant to a single market order. The range of prices for the transactions made was \$65.20 to \$65.60. Upon request by SEC staff, the issuer or a security holder of the issuer, the reporting person will provide full information regarding the number of shares sold at each separate price.
- (3) The price shown is the weighted average price at which shares were sold in multiple sales transactions made pursuant to a single market order. The range of prices for the transactions made was \$65.20 to \$65.57. Upon request by SEC staff, the issuer or a security holder of

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the issuer, the reporting person will provide full information regarding the number of shares sold at each separate price.

(4) This option is fully exercisable.

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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