

HUNTINGTON INGALLS INDUSTRIES, INC.

Form 3

March 18, 2011

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

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**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 *

NORTHROP GRUMMAN
CORP /DE/

(Last)

(First)

(Middle)

1840 CENTURY PARK EAST

(Street)

LOS ANGELES, CA 90067

(City)

(State)

(Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

03/18/2011

3. Issuer Name and Ticker or Trading Symbol

HUNTINGTON INGALLS INDUSTRIES, INC. [HII]

4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

☒ Director☒ 10% Owner☐ Officer☐ Other

(give title below)

(specify below)

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 Beneficially Owned**1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Stock

100

I

By Subsidiary ⁽¹⁾ ⁽²⁾Reminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly.

SEC 1473 (7-02)

**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.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

Title

4. Conversion
or Exercise
Price of
Derivative
Security5. Ownership
Form of
Derivative
Security:
Direct (D)6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

Date Exercisable	Expiration Date	Amount or Number of Shares	or Indirect (I) (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NORTHROP GRUMMAN CORP /DE/ 1840 CENTURY PARK EAST LOS ANGELES, CA 90067	Â X	Â X	Â	Â

Signatures

/s/ Jennifer C. McGarey, Corporate Vice President and
Secretary

03/18/2011

__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).

This Form 3 is being filed in connection with the Securities and Exchange Commission's declaration of effectiveness of the Registration

- (1) Statement on Form 10 of Huntington Ingalls Industries, Inc. ("HII"), which describes the planned legal and structural separation of HII from the Reporting Person.
- (2) These shares are owned directly by New P, Inc., into which the Reporting Person will merge immediately prior to the separation of HII. The current directors of the Issuer were selected by the Reporting Person.

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.