

HUNTINGTON INGALLS INDUSTRIES, INC.

Form 4

March 31, 2011

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

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

OMB APPROVAL

OMB
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(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. Issuer Name **and** Ticker or Trading
Symbol
HUNTINGTON INGALLS
INDUSTRIES, INC. [HII]

3. Date of Earliest Transaction
(Month/Day/Year)
03/30/2011

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (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 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	03/30/2011		A		48,765,741	A	<u>(1)</u> <u>(2)</u> 48,765,841
Common Stock	03/30/2011		J		48,765,841	D	<u>(3)</u> 0

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
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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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

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

Signatures

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

03/31/2011

__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) On March 30, 2011, New P, Inc., now renamed "Northrop Grumman Corporation" (the "Reporting Person") became the successor issuer of Northrop Grumman Corporation, now renamed "Titan II Inc." ("Titan"), pursuant to a merger. The merger resulted in the Reporting Person becoming a parent holding company of Huntington Ingalls Industries, Inc. ("HII") and directly holding the shares of HII.

- (2) The Reporting Person owned 100 shares of HII's common stock prior to HII's recapitalization on March 30, 2011, which was approved by the Reporting Person as the sole stockholder of HII and pursuant to which HII declared a pro rata dividend of its common stock, par value \$0.01 ("HII Common Stock"), and issued shares of HII Common Stock to enable the Reporting Person to effect the legal and structural separation of HII from the Reporting Person by way of a pro rata dividend to the Reporting Person's stockholders of one share of HII Common Stock for every six shares of the Reporting Person's common stock held as of 5:00 p.m., Eastern time, on March 30, 2011 (the "Spin-Off"). The recapitalization was approved pursuant to Rule 16b-3.

- (3) 48,765,841 shares of HII Common Stock were distributed by the Reporting Person at 12:01 a.m., Eastern time, on March 31, 2011, and a new board of directors was elected for HII in connection with the Spin-Off. As a result of the Spin-Off, Titan and the Reporting Person no longer beneficially own any shares of HII Common Stock and consequently are no longer subject to the requirements of Section 16 of the Securities Exchange Act of 1934, as amended ("Section 16"), with respect to the HII Common Stock. The Reporting Person is also no longer considered a director of HII for purposes of Section 16.

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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