

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: 3235-0104

Expires: January 31, 2005

Estimated 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 * |         | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol |  |
| NORTHROP GRUMMAN CORP /DE/                |         | (Month/Day/Year)                     | HUNTINGTON INGALLS INDUSTRIES, INC. [HII]          |  |
| (Last)                                    | (First) | 03/18/2011                           |  |  |
| 1840 CENTURY PARK EAST                    |         |                                      | 4. Relationship of Reporting Person(s) to Issuer   | 5. If Amendment, Date Original Filed(Month/Day/Year)                   |
| (Street)                                  |         |                                      | (Check all applicable)                             |  |
| LOS ANGELES, CA 90067                     |         |                                      | <input checked="" type="checkbox"/> Director       | 6. Individual or Joint/Group Filing(Check Applicable Line)             |
| (City)                                    | (State) |                                      | <input type="checkbox"/> Officer                   | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
|   | (Zip)   |                                      | (give title below)                                 | <input type="checkbox"/> Form filed by More than One Reporting Person  |
|   |         |                                      | (specify below)                                    |  |

**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 <sup>(1)</sup> <sup>(2)</sup>           |

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

|                     |                    |                                  |                                  |
|---------------------|--------------------|----------------------------------|----------------------------------|
| Date<br>Exercisable | Expiration<br>Date | Amount or<br>Number of<br>Shares | or Indirect<br>(I)<br>(Instr. 5) |
|---------------------|--------------------|----------------------------------|----------------------------------|

## Reporting Owners

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

## 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 Statement on Form 10 of Huntington Ingalls Industries, Inc. ("HII"), which describes the planned legal and structural separation of HII from the Reporting Person.
- (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.