

HUNTINGTON INGALLS INDUSTRIES, INC.

Form 4

March 31, 2011

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 *
NORTHROP GRUMMAN CORP
/DE/

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)

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

Director 10% Owner
 Officer (give title below) Other (specify below)

1840 CENTURY PARK EAST

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

(Street)

LOS ANGELES, CA 90067

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| Common Stock | 03/30/2011 | | A | V | 48,765,741 (A) or (D) Price (1) (2) | D | |
| Common Stock | 03/30/2011 | | J | | 48,765,841 (3) 0 | D | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | 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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