

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>NORTHROP GRUMMAN CORP /DE/</u>			2. Issuer Name and Ticker or Trading Symbol <u>HUNTINGTON INGALLS INDUSTRIES, INC. [HII]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>03/30/2011</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
<u>1840 CENTURY PARK EAST</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>LOS ANGELES CA</u> <u>90067</u>								
(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	03/30/2011		A		48,765,741	A	(1)(2)	48,765,841	D	
Common Stock	03/30/2011		J		48,765,841	D	(3)	0	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
						Date Exercisable	Expiration Date					

Explanation of Responses:

- 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.
- 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.
- 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.

/s/ Jennifer C. McGarey,
Corporate Vice President and 03/31/2011
Secretary

** Signature of Reporting Person Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.