FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Wa

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

ISHINGION, D.C. 20549		

OMB APPROVAL								
OMB Number: 3235-028								
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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).

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

Common Stock	wner (specify	Relationship of Reporting Person(s) to Issuer (Check all applicable)     X Director 10% Owner     X Officer (give title below)     Chairman					2. Issuer Name <b>and</b> Ticker or Trading Symbol NORTHROP GRUMMAN CORP /DE/ NOC ]								. Name and Address of Reporting Person*  BUSH WESLEY G											
City   (State)   (Zip     X   Form filed by One Reporting Person   Form filed by More than One Reporting Person   Form filed by One Reporting								h/Day/Year)	(Mont	saction	iest Tran				Middle)	,	,									
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned   2. Transaction Date (Month/Day/Year) (Mo	on	X Form filed by One Reporting Person Form filed by More than One Reporting			Line)		ay/Year)	ed (Month/Da	nal File	of Origi	nt, Date	Amendme	4. If		22042	A 2	VA	FALLS								
1. Title of Security (Instr. 3)  2. Transaction Date (Month/Day/Year)  3. Transaction Code (Instr. 3)  4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)  3. Transaction Code (Instr. 3)  4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)  3. Transaction Code (Instr. 3)  4. Securities Acquired (A) or Disposed Of (D) (Instr. 4)  4. Securities Acquired (A) or Disposed Of (D) (Instr. 4)  5. Amount of Securities Beneficially (D) or Indirect (D) (Instr. 4)  8. Ownership Form: Direct (D) (Instr. 4)  8. Ownership Form: Direct (D) (Instr. 4)  8. Ownership Form: Direct (D) (Instr. 4)  97,449  Parasaction Code (Instr. 3)  1. Transaction Code (Instr. 3)  8. Ownership Form: Direct (D) (Instr. 4)  97,449  Parasaction Code (Instr. 3)  97,449  Parasaction Code (Instr. 3)  1. Transaction Code (Instr. 3)  1. Transaction Code (Instr. 4)  2. Transaction Code (Instr. 4)  3. Transaction Code (Instr. 4)  3. Transaction Code (Instr. 4)  4. Securities Acquired (A) or District Code (Instr. 4)  1. Transaction Code (Instr. 4)  2. Transaction Code (Instr. 4)  3. Transaction Code (Instr. 4)		. 51551.															(Sta	(City)								
Common Stock   O5/23/2019   J(1)   T779   D   S0.0000   T7.317.25   J(1)   Hel   West   Common Stock   O5/23/2019   J(1)   O5/23/2019   O5/23/2019   J(1)   O5/23/20	. Nature of		5. Amount of 6. Ow			d (A) or	4. Securities Acquired (A)			3.	2A. Deemed			2. Transact	e I - N		curity (Instr	1. Title of S								
Common Stock         05/23/2019         J(1)         97,449         A         \$0.0000         97,449         D           Common Stock         05/23/2019         J(1)         1,772         A         \$0.0000         99,221         D           Common Stock         05/23/2019         J(1)         779         A         \$0.0000         100,000         D           Common Stock         05/23/2019         J(1)         779         D         \$0.0000         19,256.65         I         Hell Bus No.           Common Stock         05/23/2019         J(1)         1,772         D         \$0.0000         17,317,25         J         Hell West	eneficial wnership nstr. 4)	or Indirect   E nstr. 4)   C	ially (D) o Following (I) (II d	Benefici Owned I Reporte		1			Code (Instr. 8)		if any															
Common Stock 05/23/2019 J <sup>(1)</sup> 1,772 A \$0.0000 99,221 D  Common Stock 05/23/2019 J <sup>(1)</sup> 779 A \$0.0000 100,000 D  Common Stock 05/23/2019 J <sup>(1)</sup> 779 D \$0.0000 19,256.65 I Bus No.		tr. 3 and 4)		(Instr. 3 and 4)		-	_		V																	
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Bus     Bus	Held in Vesley G. Bush Rev. Trust	I V	17.25	17,317.25		\$0.0	D	1,772		J <sup>(1)</sup>			019	05/23/2			cock	Common S								
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Common Stock Sav Invo	Held in Forthrop Grumman Favings & Investment Flan <sup>(2)</sup>	I C S	9.805	5,659.805		5,659.805		5,659.805		5,659.8													cock	Common S		
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)				Owned											ble II	Та										
1. Title of 2. Date Conversion Security or Exercise (Instr. 3) Price of (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 3. Transaction Date (Execution Date (Month/Day/Year) 4. Derivative (Month/Day/Year) 5. Number of 6. Date Exercisable and Expiration Date (Expiration Date (Month/Day/Year) 5. Number of Derivative (Month/Day/Year) 6. Date Exercisable and Expiration Date (Month/Day/Year) 6. Date Exercisable and Expiration Date (Month/Day/Year) 5. Number of Derivative Securities Securities Securities Underlying (Instr. 5) 8. Price of Derivative Securities Securities Securities Direct (D) Onderlying (Instr. 5) 8. Price of Derivative Securities Se	11. Nature of Indirect Beneficial Ownership (Instr. 4)	Derivative Security (Instr. 5) Beneficially Owned Following Reported Transaction(s) Ownership Form: Br Direct (D) Owned (I) (Instr. 4)		8. De Se (In	risable and ate Amount of Securities Underlying Derivative Security (Instr.		6. Date Exercisab Expiration Date		Number rivative curities quired or sposed (D) str. 3, 4	stion of nstr. De Se Ac (A Di of (Ir	4. Transa Code (I	emed ion Date,	Executi if any	Date	conversion r Exercise rice of erivative	Derivative Security										
Code V (A) (D) Date Expiration Date Title Shares						or Numbe of	1		sable		(D)	V (A	Code													

- 1. Transfer of shares from trust.
- 2. Held in the Northrop Grumman Savings and Investment Plan (the "Plan"), a qualified profit sharing plan, as of May 23, 2019. Share totals with respect to the Plan are based upon unit accounting and therefore may reflect a change in units attributable to an individual though no acquisition or disposition occurred.

/s/ Jennifer C. McGarey, Attorney-in-Fact

05/28/2019

\*\* Signature of Reporting Person

Date

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

<sup>\*</sup> 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.

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