

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**

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* <b>BUSH WESLEY G</b> <hr/> (Last) (First) (Middle) <b>2980 FAIRVIEW PARK DRIVE</b> <hr/> (Street) <b>FALLS CHURCH VA 22042</b> <hr/> (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol <b>NORTHROP GRUMMAN CORP /DE/ [ NOC ]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: center;"><b>Chairman</b></p>		
			3. Date of Earliest Transaction (Month/Day/Year) <b>05/23/2019</b>					
			4. If Amendment, Date of Original Filed (Month/Day/Year)					
			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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	05/23/2019		j <sup>(1)</sup>		97,449	A	\$0.0000	97,449	D	
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	Held in Bush Trust No. 4
Common Stock	05/23/2019		j <sup>(1)</sup>		1,772	D	\$0.0000	17,317.25	I	Held in Wesley G. Bush Rev. Trust
Common Stock	05/23/2019		j <sup>(1)</sup>		97,449	D	\$0.0000	109,712	I	Held in WG&NF Bush Family Trust
Common Stock								5,659.805	I	Held in Northrop Grumman Savings & Investment Plan <sup>(2)</sup>

**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)
				Code	V		Date Exercisable	Expiration Date					

**Explanation of Responses:**

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. McGary,  
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.

\* 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.**