

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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>BUSH WESLEY G</u> (Last) (First) (Middle) 2980 FAIRVIEW PARK DRIVE (Street) FALLS CHURCH VA 22042 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>NORTHROP GRUMMAN CORP /DE/ [NOC]</u>	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;">Chairman</p>
	3. Date of Earliest Transaction (Month/Day/Year) 02/19/2019	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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	02/19/2019 ⁽¹⁾		M		16,478 ⁽²⁾	A	\$0.0000	39,937.4	D	
Common Stock	02/19/2019 ⁽¹⁾		F		7,311 ⁽³⁾	D	\$287.35	32,626.4	D	
Common Stock	02/20/2019		S		11,500	D	\$287.57 ⁽⁴⁾	21,126.4	D	
Common Stock	02/20/2019		S		760	D	\$286.94 ⁽⁵⁾	54,791.25	I	Held in Bush Trust No. 4
Common Stock	02/20/2019		S		18,882	D	\$287.11 ⁽⁶⁾	35,909.25	I	Held in Bush Trust No. 4
Common Stock	02/20/2019		S		1,800	D	\$286.77 ⁽⁷⁾	53,749.25	I	Held in Wesley G. Bush Rev. Trust
Common Stock	02/20/2019		S		2,796	D	\$288.22 ⁽⁸⁾	50,953.25	I	Held in Wesley G. Bush Rev. Trust
Common Stock	02/20/2019		S		18,864	D	\$287.42 ⁽⁹⁾	32,089.25	I	Held in Wesley G. Bush Rev. Trust
Common Stock	02/20/2019		S		2,600	D	\$286.82 ⁽¹⁰⁾	236,459	I	Held in WG&NF Bush Family Trust
Common Stock	02/20/2019		S		29,298	D	\$287.19 ⁽¹¹⁾	207,161	I	Held in WG&NF Bush Family Trust
Common Stock								5,636.626	I	Held in Northrop Grumman Savings & Investment Plan ⁽¹²⁾

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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