

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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).

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>Warden Kathy J</u>  _____ (Last) (First) (Middle) <u>2980 FAIRVIEW PARK DRIVE</u>  _____ (Street) <u>FALLS CHURCH VA 22042</u>  _____ (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) <b>President and COO</b>
	3. Date of Earliest Transaction (Month/Day/Year) <u>09/19/2018</u>	
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			

**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	(A)	(D)	Date Exercisable	Expiration Date						Title
Restricted Performance Stock Rights	(1)	09/19/2018		A		13,016		(1)	(1)	Common Stock	13,016	\$0.0000	46,346 <sup>(2)</sup>	D	
Restricted Stock Rights	(3)	09/19/2018		A		4,943		(3)	(3)	Common Stock	4,943	\$0.0000	19,691 <sup>(4)</sup>	D	

**Explanation of Responses:**

- Each RPSR represents a contingent right to receive an equivalent number of shares of Issuer common stock, or, at the Issuer's election, cash or a combination of cash and Issuer common stock. The RPSRs vest if the application performance metric is satisfied for the relevant measurement period. Grants awarded pursuant to Rule 16b-3(d).
- Total amount includes (i) 12,710 unvested RPSRs granted under the 2011 Long-Term Incentive Stock Plan ("LTISP") on 2/17/16 with a measurement period ending on 12/31/18; (ii) 10,676 unvested RPSRs granted under the LTISP on 2/17/17 with a measurement period ending on 12/31/19; (iii) 9,944 unvested RPSRs granted under the LTISP on 2/13/18 with a measurement period ending on 12/31/20; and (iv) 13,016 unvested RPSRs granted under the LTISP on 9/19/18 with a measurement period ending on 12/31/20.
- Each Restricted Stock Right ("RSR") represents a contingent right to receive an equivalent number of shares of Issuer common stock, or, at the election of the Issuer's Compensation Committee, cash or a combination of cash and Issuer common stock.
- Total amount includes (i) 5,767 unvested RSRs granted under the LTISP on 2/17/16 that will vest on 2/17/19; (ii) 4,465 unvested RSRs granted under the LTISP on 2/17/17 that will vest on 2/17/20; (iii) 4,516 unvested RSRs granted under the LTISP on 2/13/18 that will vest on 2/13/21; and (iv) 4,943 unvested RSRs granted under the LTISP on 2/19/18 that will vest on 9/19/21.

/s/ Jennifer C. McGarey,  
Attorney-in-Fact 09/21/2018

\*\* 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.

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