

| 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*<br><u>Larson Blake E</u><br><br>(Last) (First) (Middle)<br><u>2980 FAIRVIEW PARK DRIVE</u><br><br>(Street)<br><u>FALLS CHURCH VA 22042</u><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>NORTHROP GRUMMAN CORP /DE/ [ NOC ]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><u>Corp VP &amp; Pres, NGIS</u> |
|   | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>02/13/2019</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)  | 02/13/2019                           |  | A                              |   | 7,748 <sup>(2)</sup>   |     | (1)  | (1)             | Common Stock  | 7,748                                      | \$0.0000   | 14,390 <sup>(3)</sup>                                     | D  |       |
| Restricted Stock Rights                    | (4)  | 02/13/2019                           |  | A                              |   | 3,283  |     | (4)  | (4)             | Common Stock  | 3,283                                      | \$0.0000   | 11,619 <sup>(5)</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 applicable performance metric is satisfied for the relevant measurement period. Grants awarded pursuant to Rule 16b-3(d).
- The RPSRs acquired include 7,748 unvested RPSRs granted under the 2011 Long-Term Incentive Stock Plan ("LTISP") on 2/13/19 with a measurement period ending on 12/31/21.
- Total amount includes 7,748 RPSRs granted on 2/13/19 with a measurement period ending on 12/31/21; and 6,642 RPSRs granted on 6/13/18 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. The RSRs were granted under the LTISP on 2/13/19 and will vest on 2/13/22.
- Total amount includes 3,283 RSRs granted under the LTISP on 2/13/19 that will vest on 2/13/22; 2,831 RSRs granted under the LTISP on 6/13/18 that will vest on 6/13/21; and 5,505 RSRs granted under the LTISP on 6/13/18 that will vest on 12/31/19.

/s/ Jennifer C. McGarey, 02/15/2019  
Attorney-in-Fact

\*\* 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.