

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

**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

1. Name and Address of Reporting Person* <u>Warden Kathy J</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) <u>Chairman, CEO and President</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/12/2020</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			
Common Stock	02/12/2020		M		12,704.44 <sup>(1)</sup>	A	\$0.0000	105,599.29	D	
Common Stock	02/12/2020		F		5,322 <sup>(2)</sup>	D	\$0.0000	100,277.29	D	

**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	Amount or Number of Shares				
Restricted Performance Stock Rights	(3)	02/12/2020		A		29,065.44 <sup>(4)</sup>		(3)	(3)	Common Stock	29,065.44	\$0.0000	96,273.44 <sup>(5)</sup>	D	
Restricted Performance Stock Rights	(3)	02/12/2020		M			12,704.44 <sup>(1)</sup>	(3)	(3)	Common Stock	12,704.44	\$0.0000	83,569 <sup>(6)</sup>	D	
Restricted Stock Rights	(7)	02/12/2020		A		11,453		(7)	(7)	Common Stock	11,453	\$0.0000	39,604 <sup>(8)</sup>	D	

**Explanation of Responses:**

- Shares expected to be issued in settlement of Restricted Performance Stock Rights ("RPSRs") granted under the 2011 Long-Term Incentive Stock Plan ("LTISP") on 2/17/17 with a valuation of performance measurement period ("measurement period") that ended 12/31/19. RPSRs to be settled at 119% of target. The shares are anticipated to be distributed into the participant's account on February 14, 2020.
- Shares surrendered to issuer in payment of tax liability in connection with settlement of RPSRs in accordance with Rule 16b-3(e)
- 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 (i) 2,028.44 vested RPSRs with respect to the measurement period ended 12/31/19 acquired due to settlement of the 2017 RPSRs held at 119% of the target award and (ii) 27,037 unvested RPSRs granted under the LTISP on 2/12/20 with a measurement period ending on 12/31/22.
- Total amount includes 12,704.44 vested RPSRs granted under the LTISP on 2/17/17 with a measurement period ended on 12/31/19; 27,037 RPSRs granted on 2/12/20 with a measurement period ending on 12/31/22; 33,572 RPSRs granted on 2/13/19 with a measurement period ending on 12/31/21; 13,016 RPSRs granted on 9/19/18 with a measurement period ending on 12/31/20; and 9,944 RPSRs granted on 2/13/18 with a measurement period ending on 12/31/20.
- Total amount includes 27,037 RPSRs granted on 2/12/20 with a measurement period ending on 12/31/22; 33,572 RPSRs granted on 2/13/19 with a measurement period ending on 12/31/21; 13,016 RPSRs granted on 9/19/18 with a measurement period ending on 12/31/20; and 9,944 RPSRs granted on 2/13/18 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 2/12/20 and will vest on 2/12/23.
- Total amount includes 11,453 RSRs granted under the LTISP on 2/12/20 that will vest on 2/12/23; 14,227 RSRs granted under the LTISP on 2/13/19 that will vest on 2/13/22; 4,943 RSRs granted under the LTISP on 9/19/18 that will vest on 9/19/21; 4,516 RSRs granted under the LTISP on 2/13/18 that will vest on 2/13/21; and 4,465 RSRs granted under the LTISP on 2/17/17 that will vest on 2/18/20.

/s/ Jennifer C. McGarey, Attorney-in-Fact 02/14/2020

\*\* 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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