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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject	ct to
Section 16. Form 4 or Form 5	
obligations may continue. See	
Instruction 1(h)	

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

OMB APPROVAL								
OMB Number:	3235-0287							
Estimated average	burden							

Estimated average burden hours per response: 0.5

1. Name and Address of Reporting Person [*] <u>Pamiljans Janis G</u>			2. Issuer Name and Ticker or Trading Symbol <u>NORTHROP GRUMMAN CORP /DE/</u> [NOC]		tionship of Reporting Persor all applicable) Director Officer (give title below)	n(s) to Issuer 10% Owner Other (specify below)
(Last) (First) (Middle) 2980 FAIRVIEW PARK DRIVE		(Midale)	3. Date of Earliest Transaction (Month/Day/Year) 02/18/2018		Corp VP & President A	S Systems
(Street)			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line)	idual or Joint/Group Filing (0	Check Applicable
FALLS CHURCH	VA	22042		X	Form filed by One Reporti	ng Person
					Form filed by More than C Person	one Reporting
(City)	(State)	(Zip)				

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.4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 98)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership		
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Common Stock	02/18/2018(1)		М		3,349 ⁽²⁾	A	\$0.0000	14,011.15	D	
Common Stock	02/18/2018(1)		F		1,651 ⁽³⁾	D	\$350.36	12,360.15	D	
Common Stock								6,137.3883	I	Held in Northrop Grumman Savings & Investment Plan ⁽⁴⁾

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. Transa Code (8)		Derivative		6. Date Exerc Expiration Da (Month/Day/\	ate	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	Ownership Form: Direct (D)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		Transaction(s) (Instr. 4)		
Restricted Stock Rights	(5)	02/18/2018		М			3,349 ⁽⁶⁾	(5)	(6)	Common Stock	3,349	\$0.0000	7,715 ⁽⁷⁾	D	

Explanation of Responses:

1. In light of the vesting dates, Saturday, February 17, 2018 and Sunday, February 18, 2018, and in accordance with the terms of the 2011 Long-Term Incentive Stock Plan ("LTISP"), award shares were valued based on the Company's closing stock price on February 20, 2018, the following business day. The shares will be distributed into the participant's account on February 23, 2018.

2. Shares issued upon vesting of Restricted Stock Rights ("RSRs") granted under the LTISP on (i) 2/18/15 that vested on 2/18/18 and (ii) 2/17/16 that vested on 2/17/18.

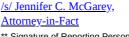
3. Shares surrendered to issuer in payment of tax liability in connection with vesting of RSRs in accordance with Rule 16b-3(e).

4. Held in the Northrop Grumman Savings and Investment Plan (the "Plan"), a qualified profit sharing plan, as of February 16, 2018. Share totals with respect to the Plan are based upon unit accounting and therefore may reflect a decrease in units attributable to an individual though no disposition occurred.

5. 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.

6. Shares issued upon vesting of Restricted Stock Rights ("RSRs") granted under the LTISP on 2/18/15 that vested on 2/18/18.

7. Total amount includes 3,161 RSRs granted under the LTISP on 2/13/18 that will vest on 2/13/21; 3,789 RSRs granted under the LTISP on 4/1/17 that will vest on 4/1/18; and 765 RSRs granted under the LTISP on 2/17/17 that will vest on 2/17/20.



02/22/2018

** 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.

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.