

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 * <u>Hardesty Michael A</u> <hr/> (Last) (First) (Middle) 2980 FAIRVIEW PARK DRIVE <hr/> (Street) FALLS CHURCH VA 22042 <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol NORTHROP GRUMMAN CORP /DE/ [ NOC ]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) Other (specify below) X Corp VP, Controller & CAO
	3. Date of Earliest Transaction (Month/Day/Year) 02/12/2020	

**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		3,572 <sup>(1)</sup>	A	\$0.0000	8,378.2	D	
Common Stock	02/12/2020		F		1,215 <sup>(2)</sup>	D	\$0.0000	7,163.2	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
Restricted Performance Stock Rights	(3)	02/12/2020		A		3,172 <sup>(4)</sup>		(3)	(3)	Common Stock	3,172	\$0.0000	8,221 <sup>(5)</sup>	D	
Restricted Performance Stock Rights	(3)	02/12/2020		M		3,572 <sup>(1)</sup>		(3)	(3)	Common Stock	3,572	\$0.0000	4,649 <sup>(6)</sup>	D	
Restricted Stock Rights	(7)	02/12/2020		A		594		(7)	(7)	Common Stock	594	\$0.0000	2,757 <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 200% 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) 1,786 vested RPSRs with respect to the measurement period ended 12/31/19 acquired due to settlement of the 2017 RPSRs held at 200% of the target award and (ii) 1,386 unvested RPSRs granted under the LTISP on 2/12/20 with a measurement period ending on 12/31/22.
- Total amount includes 3,572 vested RPSRs granted under the LTISP on 2/17/17 with a measurement period ended on 12/31/19; 1,386 RPSRs granted on 2/12/20 with a measurement period ending on 12/31/22; 1,788 RPSRs granted on 2/13/19 with a measurement period ending on 12/31/21; and 1,475 RPSRs granted on 2/13/18 with a measurement period ending on 12/31/20.
- Total amount includes 1,386 RPSRs granted on 2/12/20 with a measurement period ending on 12/31/22; 1,788 RPSRs granted on 2/13/19 with a measurement period ending on 12/31/21; and 1,475 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 594 RSRs granted under the LTISP on 2/12/20 that will vest on 2/12/23; 766 RSRs granted under the LTISP on 2/13/19 that will vest on 2/13/22; 632 RSRs granted under the LTISP on 2/13/18 that will vest on 2/13/21; and 765 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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