

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>Caylor Mark 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 X Officer (give title below) Other (specify below) Corp VP & Pres, Mission System		
			3. Date of Earliest Transaction (Month/Day/Year) 03/04/2019			6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person		
			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	03/04/2019		S		100 <sup>(1)</sup>	D	\$286.75	25,280.16	D	
Common Stock	03/04/2019		S		100 <sup>(1)</sup>	D	\$285.96	25,180.16	D	
Common Stock	03/04/2019		S		400 <sup>(1)</sup>	D	\$287.4 <sup>(2)</sup>	24,780.16	D	
Common Stock	03/04/2019		S		516 <sup>(1)</sup>	D	\$289.43 <sup>(3)</sup>	24,264.16	D	
Common Stock	03/04/2019		S		881 <sup>(1)</sup>	D	\$282.64 <sup>(4)</sup>	23,383.16	D	
Common Stock	03/04/2019		S		1,826 <sup>(1)</sup>	D	\$284.28 <sup>(5)</sup>	21,557.16	D	
Common Stock	03/04/2019		S		2,443 <sup>(1)</sup>	D	\$288.65 <sup>(6)</sup>	19,114.16	D	
Common Stock	03/04/2019		S		3,235 <sup>(1)</sup>	D	\$283.54 <sup>(7)</sup>	15,879.16	D	
Common Stock								35.3177	I	Held in Northrop Grumman Savings & Investment Plan <sup>(8)</sup>

**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		Date Exercisable	Expiration Date					

**Explanation of Responses:**

- The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.
- Represents the weighted average sale price of \$287.40 rounded to the nearest hundredth. The highest price at which the shares were sold was \$287.905 and the lowest price at which the shares were sold was \$287.06. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote in this Form 4.
- Represents the weighted average sale price of \$289.43 rounded to the nearest hundredth. The highest price at which the shares were sold was \$289.805 and the lowest price at which the shares were sold was \$289.10. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote in this Form 4.

4. Represents the weighted average sale price of \$282.64 rounded to the nearest hundredth. The highest price at which the shares were sold was \$282.97 and the lowest price at which the shares were sold was \$282.24. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote in this Form 4.
5. Represents the weighted average sale price of \$284.28 rounded to the nearest hundredth. The highest price at which the shares were sold was \$284.67 and the lowest price at which the shares were sold was \$284.00. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote in this Form 4.
6. Represents the weighted average sale price of \$288.65 rounded to the nearest hundredth. The highest price at which the shares were sold was \$288.98 and the lowest price at which the shares were sold was \$288.04. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote in this Form 4.
7. Represents the weighted average sale price of \$283.54 rounded to the nearest hundredth. The highest price at which the shares were sold was \$283.98 and the lowest price at which the shares were sold was \$283.08. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote in this Form 4.
8. Held in the Northrop Grumman Savings and Investment Plan (the "Plan"), a qualified profit sharing plan, as of March 4, 2019. Share totals with respect to the Plan are based upon unit accounting and therefore may reflect a change in units attributable to an individual though no acquisition or disposition occurred.

/s/ Jennifer C. McGarey,  
Attorney-in-Fact

03/06/2019

\*\* 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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