**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**
   KRAPEK KARL J
   
   (Last) (First) (Middle)
   2980 FAIRVIEW PARK DRIVE
   FALLS CHURCH VA 22042

2. **Issuer Name and Ticker or Trading Symbol**
   NORTHPROP GRUMMAN CORP /DE/ [ NOC ]

3. **Date of Earliest Transaction (Month/Day/Year)**
   05/15/2019

4. **Relationship of Reporting Person(s) to Issuer**
   - X Director
   - 10% Owner
   - Officer (give title below)
   - Other (specify below)

5. **Induced or Joint/Group Filing (Check Applicable Line)**
   - X Form filed by One Reporting Person
   - Form filed by More than One Reporting Person

### Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

<table>
<thead>
<tr>
<th>1. Title of Security (Instr. 3)</th>
<th>2. Transaction Date (Month/Day/Year)</th>
<th>3A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>4. Transaction Code (Instr. 8)</th>
<th>5. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>6. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>7. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>7. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>05/15/2019</td>
<td></td>
<td>A</td>
<td>A</td>
<td>543</td>
<td>27,131</td>
<td>D</td>
</tr>
</tbody>
</table>

### Explanation of Responses:

1. Represents shares of common stock deferred into a stock unit account pursuant to the Northrop Grumman 2011 Long-Term Incentive Stock Plan (the “Plan”) in a transaction exempt pursuant to Rule 16b-3.
2. Total amount includes (i) 4,856 shares of common stock and (ii) 22,275 shares of common stock, including dividends, held in a stock unit account pursuant to the Plan. Dividends earned on shares held in the stock unit account were exempt from Section 16 and not reportable under Rule 16a-11.

/s/ Jennifer C. McGarey, Attorney-in-Fact 05/17/2019

**Signature of Reporting Person** **Date**