Jones Thomas H
2980 FAIRVIEW PARK DRIVE
FALLS CHURCH VA 22042

Date of Event Requiring Statement (Month/Day/Year) 01/01/2021
Issuer Name and Ticker or Trading Symbol NORTHRUP GRUMMAN CORP /DE/ [ NOC ]
Relationship of Reporting Person(s) to Issuer
Director 10% Owner X Officer (give title below) CVP & Pres Aeronautics Systems
Nature of Indirect Beneficial Ownership (Instr. 5)

Table I - Non-Derivative Securities Beneficially Owned
Title of Security (Instr. 4) Amount of Securities Beneficially Owned (Instr. 4) Ownership Form: Direct (D) or Indirect (I) (Instr. 5) Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock 2,507.28 D

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)
Title of Derivative Security (Instr. 4) Date Exercisable and Expiration Date (Month/Day/Year) Title and Amount of Securities Underlying Derivative Security Amount or Number of Shares Conversion or Exercise Price of Derivative Security Ownership Form: Direct (D) or Indirect (I) (Instr. 5) Nature of Indirect Beneficial Ownership (Instr. 5)
Restricted Performance Stock Rights Date Exercisable (1) Expiration Date (1) Title Common Stock Amount or Number of Shares 2,639(2) Conversion or Exercise Price of Derivative Security (1) Ownership Form: Direct (D) or Indirect (I) (Instr. 5) D
Restricted Stock Rights Date Exercisable (3) Expiration Date (3) Title Common Stock Amount or Number of Shares 1,130(4) Ownership Form: Direct (D) or Indirect (I) (Instr. 5) D

Explanation of Responses:
1. Each Restricted Performance Stock Right ("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).
2. Total amount includes (i) 843 unvested RPSRs granted under the 2011 Long-Term Incentive Stock Plan ("LTISP") on 2/13/18 with a measurement period ended on 12/31/20; (ii) 958 unvested RPSRs granted under the LTISP on 2/13/19 with a measurement period ending on 12/31/21; and (iii) 838 unvested RPSRs granted under the LTISP on 2/12/20 with a measurement period ending on 12/31/22. Grants awarded pursuant to Rule 16b-3(d).
3. 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.
4. Total amount includes (i) 361 unvested RSRs granted under the LTISP on 2/13/18 that will vest on 2/16/21; 410 RSRs granted under the LTISP on 2/13/19 that will vest on 2/14/22; and 359 RSRs granted under the LTISP on 2/12/20 that will vest on 2/13/23. Grants awarded pursuant to Rule 16b-3(d).

Remarks:
poatjones.txt
/s/ Jennifer C. McGarey, Attorney-in-Fact 01/07/2021 ** 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 5 (b)(v).
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.
KNOW ALL MEN BY THESE PRESENTS, that the undersigned hereby constitutes and appoints each of Sheila C. Cheston and Jennifer C. McGarey, signing singly, the undersigned's true and lawful attorney-in-fact to:

(1) execute for and on behalf of the undersigned, in the undersigned's capacity as officer of Northrop Grumman Corporation (the "Company"), Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;

(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such form 3, 4, or 5 and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and

(3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 9th day of November, 2020.

/s/ Thomas Jones
Thomas Jones