FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL OMB Number: Estimated average burden hours per response: 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

2990 FAIRVIEW PARK DRIVE    Street   Table   - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned   Security (Instr. 3)	Name and Address of Reporting Person*      CHESTON SHEILA C.      (First) (Middle)							2. Issuer Name and Ticker or Trading Symbol NORTHROP GRUMMAN CORP /DE/ NOC ]									all app Direct Office below	er (give title w)	1 ( k	, .0% C Other elow)	wner (specify
City							3. Date of Earliest Transaction (Month/Day/Year) 11/15/2016										Co	rp. VP & C	General C	ouns	el
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  1. Title of Security (Instr. 3)  2. Transaction Date (Month/Day/Year)  3. Transaction (Do Price (Do) (Instr. 3, 4 and 5)  3. Transaction (Do) (Instr. 4)  4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)  5. Amount of Securities Beneficially Owned (Instr. 4)  5. Number of Derivative Securities (Instr. 3)  7. Title and Amount of Securities Date (Month/Day/Year)  8. Price of Derivative Securities (Month/Day/Year)  8. Price of Derivative Securities Dender (Month/Day/	FALLS VA 22042				4. If	4. If Amendment, Date of Original Filed (Month/Day/Year)									ine)	Form filed by One Reporting Person Form filed by More than One Reporting					
1. Title of Security (Instr. 3)  2. Transaction Date (Month/Day/Year)  2. Transaction (Month/Day/Year)  3. Transaction (Month/Day/Year)  4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)  8. Price of Derivative Securities Acquired (Month/Day/Year)  8. Price of Derivative Securities Acquired (Month/Day/Year)  8. Price of Derivative Securities Securities (Month/Day/Year)  8. Price of Derivative Securities Securities (Month/Day/Year)  8. Price of Derivative Securities Securities Month/Day/Year)  8. Price of Derivative Securities Securities Securities Underlying Derivative Securities Surfaction (Instr. 4)  8. Price of Derivative Securities Securities Securities Surfaction (Instr. 4)  8. Price of Derivative Securities Securities Surfaction (Instr. 5)  8. Price of Derivative Securities Securities Securities Surfaction (Instr. 4)  8. Price of Derivative Securities Securities Surfaction (Instr. 4)  9. Number of Derivative Securities Securities Surfaction (Instr. 4)  10. Ownership Form: Beneficially Ownership Securities Surfaction (Instr. 4)  10. Ownership Securit	(City)	(St	ate) (	Zip)														_			
Date (Month/Day/Year)   Form: Direct (D) or Indirect (Instr. 4) or Indirect (D) or Indirect	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																				
Common Stock  11/15/2016  S	Date						Execution Date, if any			Transaction Disposed Code (Instr.						and 5) Secur Benef Owne		ties cially d Following	Form: Dir (D) or Ind	Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 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)  1. Title of Derivative Security S										Code	v	Amount	(1	A) or D)	Price		Transaction(s)				(
(e.g., puts, calls, warrants, options, convertible securities)  1. Title of Derivative Security (Instr. 3)  2. Conversion or Exercise Price of Derivative Security (Month/Day/Year)  1. Title of Derivative Security (Instr. 3)  2. Conversion or Exercise Price of Derivative Security (Month/Day/Year)  2. Conversion or Exercise Price of Derivative Security (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  4. Transaction Code (Instr. 8)  4. Transaction Date (Month/Day/Year)  5. Number of Amount of Security Underlying Derivative Security (Instr. 3)  8. Price of Derivative Securities Underlying Derivative Security (Instr. 3)  8. Price of Derivative Security (Instr. 5)  9. Number of derivative Securities Underlying Derivative Security (Instr. 3)  11. Nature of Month/Day/Year)  12. Title and Amount of Securities Underlying Derivative Securities (I) (Instr. 4)  13. Transaction Date (Month/Day/Year)  14. Title of Derivative Securities Underlying Derivative Securities Underlying Derivative Security (Instr. 3)  15. Number of Derivative Securities Underlying Derivative Securities Underlying Derivative Security (Instr. 4)  16. Date Exercisable and Expiration Date (Month/Day/Year)  17. Title and Amount of Securities Underlying Derivative Securiti	Common Stock 11/15/2						016			S		3,394(1)	)	D	\$251.29		9 37,288		D		
Derivative Security (Instr. 3)  Instr. 3)  Date (Month/Day/Year)  Derivative Securities (Month/Day/Year)  Derivative Securities Securities Securities Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  Date (Month/Day/Year)  Date (Month/Day/Year)  Date (Month/Day/Year)  Derivative Securities Securit																					
Date Expiration of	Derivative Security	Conversion or Exercise Price of Derivative	Date	Executio if any	n Date, T	Code (	ode (Instr.		of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		on Da	te ear)	Amount of Securities Underlying Derivative Security (Instr. and 4)		nstr. 3	Deri Secu	ative rity	derivative Securities Beneficially Owned Following Reported Transaction(	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	(D) rect	11. Nature of Indirect Beneficial Ownership (Instr. 4)

## **Explanation of Responses:**

1. The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.

/s/ Jennifer C. McGarey, 11/17/2016 Attorney-in-Fact

\*\* 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.