

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

**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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>Jones Thomas H</u>			2. Issuer Name and Ticker or Trading Symbol <u>NORTHROP GRUMMAN CORP /DE/ [ NOC ]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title below) Other (specify below) <u>CVP &amp; Pres Aeronautics Systems</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>02/16/2023</u>			6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person		
<u>2980 FAIRVIEW PARK DRIVE</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>FALLS CHURCH VA 22042</u>								
(City) (State) (Zip)								

**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	02/16/2023		M		1,324.04	A	\$0	4,174.495	D	
Common Stock	02/16/2023		F		458	D	\$465.35	3,716.495	D	
Common Stock	02/17/2023		S		440 <sup>(1)</sup>	D	\$465.44	3,276.495	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	Amount or Number of Shares				
Restricted Stock Rights	(2)	02/16/2023		A		2,152		(2)	(2)	Common Stock	2,152	\$0	7,893	D	
Restricted Performance Stock Rights	(3)	02/16/2023		A		5,155.04 <sup>(4)</sup>		(3)	(3)	Common Stock	5,155.04	\$0	18,597.04	D	
Restricted Performance Stock Rights	(3)	02/16/2023		M			1,324.04	(3)	(3)	Common Stock	1,324.04	\$0	17,273	D	

**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.
- Each Restricted Stock Right ("RSR") represents a contingent right to receive an equivalent number of shares in 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 Long-Term Incentive Stock Plan ("LTISP") on 2/16/23 and will vest on 2/17/26.
- 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).
- The RPSRs acquired include (i) 486.04 vested RPSRs with respect to the measurement period ended 12/31/22 acquired due to settlement of the RPSRs granted under the 2011 Long-Term Incentive Stock Plan ("LTISP") on 2/12/20 that resulted in settlement at 158% of the target award; and (ii) 4,669 unvested RPSRs granted under the LTISP on 2/16/23 with a measurement period ending on 12/31/25. A total of 1,324.04 shares were issued in settlement of the 2020 RPSRs with a measurement period that ended 12/31/22, and the target award amount of 838 RPSRs was previously reported in connection with the grant of the 2020 RPSRs.

**Remarks:**

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

02/21/2023

\*\* 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.