

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

<b>1. Name and Address of Reporting Person*</b> <u>DAVIS LISA R</u>  (Last) (First) (Middle) <u>2980 FAIRVIEW PARK DRIVE</u>  (Street) <u>FALLS CHURCH VA 22042</u>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b> <u>NORTHROP GRUMMAN CORP /DE/ [ NOC ]</u>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Corp VP, Communications</u>
	<b>3. Date of Earliest Transaction (Month/Day/Year)</b> <u>02/17/2017</u>	
	<b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>	

**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	02/17/2017		M		1,865.07 <sup>(1)</sup>	A	\$0.0000	1,865.07	D		
Common Stock	02/17/2017		F		682 <sup>(2)</sup>	D	\$243.58	1,183.07	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 Performance Stock Rights	(3)	02/17/2017		A		3,696.07 <sup>(4)</sup>		(3)	(3)	Common Stock	3,696.07	\$0.0000	9,501.07 <sup>(5)</sup>	D	
Restricted Performance Stock Rights	(3)	02/17/2017		M		1,865.07 <sup>(1)</sup>		(3)	(3)	Common Stock	1,865.07	\$0.0000	7,636 <sup>(6)</sup>	D	
Restricted Stock Rights	(7)	02/17/2017		A		1,276		(7)	(7)	Common Stock	1,276	\$0.0000	4,648 <sup>(8)</sup>	D	

**Explanation of Responses:**

- Shares issued in settlement of Restricted Performance Stock Rights ("RPSRs") granted under the 2011 Long-Term Incentive Stock Plan ("LTISP") on 2/19/14 with a valuation of performance measurement period ("measurement period") ended 12/31/16. The RPSRs were settled at 153% of target.
- Shares surrendered to issuer in payment of tax liability in connection with settlement of RPSRs in accordance with Rule 16b-3(e)
- Each 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 application performance metric is satisfied for the relevant measurement period. Grants awarded pursuant to Rule 16b-3(d).
- The RPSRs acquired include (i) 646.07 vested RPSRs with respect to the measurement period ended 12/31/16 acquired due to settlement of the 2014 RPSRs held at 153% of the target award and (ii) 3,050 unvested RPSRs granted under the LTISP on 2/17/17 with a measurement period ending on 12/31/19.
- Total amount includes 1,865.07 vested RPSRs granted under the LTISP on 7/29/14 with a measurement period ended on 12/31/16; 3,050 RPSRs granted on 2/17/17 with a measurement period ending on 12/31/19; 3,631 RPSRs granted on 2/17/16 with a measurement period ending on 12/31/18; and 955 RPSRs granted on 2/18/15 with a measurement period ending on 12/31/17.
- Total amount includes 3,050 RPSRs granted on 2/17/17 with a measurement period ending on 12/31/19; 3,631 RPSRs granted on 2/17/16 with a measurement period ending on 12/31/18; and 955 RPSRs granted on 2/18/15 with a measurement period ending on 12/31/17.
- 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. The RSRs were granted under the LTISP on 2/17/17 and will vest on 2/17/20.
- Total amount includes 1,276 RSRs granted under the LTISP on 2/17/17 that will vest on 2/17/20; 1,648 RSRs granted under the LTISP on 2/17/16 that will vest on 2/17/19; 409 RSRs granted under the LTISP on 2/18/15 that will vest on 2/18/18; and 1,315 RSRs granted under the LTISP on 7/29/14 that vested on 7/29/17.

/s/ Jennifer C. McGarey, 02/22/2017

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.

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