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
   BUSH WESLEY G
   2980 FAIRVIEW PARK DRIVE
   FALLS CHURCH VA 22042

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

3. Date of Earliest Transaction (Month/Day/Year)
   05/23/2019

4. If Amendment, Date of Original Filed (Month/Day/Year)
   05/23/2019

5. Relationship of Reporting Person(s) to Issuer
   X Director
   X Officer (give title below)
   Chairman

6. Individual or Joint/Group Filing (Check Applicable Line)
   X Form filed by One Reporting Person
   Form filed by More than One Reporting Person

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

<table>
<thead>
<tr>
<th>Security</th>
<th>Transaction Date (Month/Day/Year)</th>
<th>Deemed Execution Date, if any (Month/Day/Year)</th>
<th>Code</th>
<th>Amount</th>
<th>(A) or (D)</th>
<th>Price</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>05/23/2019</td>
<td></td>
<td>V</td>
<td>97,449</td>
<td>A</td>
<td>0.0000</td>
</tr>
<tr>
<td>Common Stock</td>
<td>05/23/2019</td>
<td></td>
<td>V</td>
<td>1,772</td>
<td>A</td>
<td>0.0000</td>
</tr>
<tr>
<td>Common Stock</td>
<td>05/23/2019</td>
<td></td>
<td>V</td>
<td>779</td>
<td>A</td>
<td>0.0000</td>
</tr>
<tr>
<td>Common Stock</td>
<td>05/23/2019</td>
<td></td>
<td>V</td>
<td>779</td>
<td>D</td>
<td>0.0000</td>
</tr>
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<td></td>
<td>V</td>
<td>97,449</td>
<td>D</td>
<td>0.0000</td>
</tr>
</tbody>
</table>

5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)
   Common Stock
   5,659,805

6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)
   Direct (D)

7. Nature of Indirect Beneficial Ownership (Instr. 4)
   Held in Northrop Grumman Savings & Investment Plan

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

<table>
<thead>
<tr>
<th>Security</th>
<th>Transaction Date (Month/Day/Year)</th>
<th>Deemed Execution Date, if any (Month/Day/Year)</th>
<th>Code</th>
<th>V</th>
<th>(A)</th>
<th>(D)</th>
<th>Date Exercisable</th>
<th>Expiration Date</th>
<th>Title</th>
<th>Amount or Number of Shares</th>
</tr>
</thead>
</table>

Explanation of Responses:
1. Transfer of shares from trust.
2. Held in the Northrop Grumman Savings and Investment Plan (the “Plan”), a qualified profit sharing plan, as of May 23, 2019. Share totals with respect to the Plan are based upon unit accounting and therefore may reflect a change in units attributable to an individual though no acquisition or disposition occurred.

/s/ Jennifer C. McGarey, Attorney-in-Fact
05/28/2019

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).

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.