UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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
Petryszyn Mary D

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)
02/18/2020

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

5. Relationship of Reporting Person(s) to Issuer

   (Check all applicable)
    Director

   10% Owner
   X

   Officer (give title below)
   CVP, Pres, Defense Systems

   Other (specify below)

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

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

<table>
<thead>
<tr>
<th>Security</th>
<th>Date of Transaction</th>
<th>Amount of Securities Acquired</th>
<th>Price</th>
<th>Code</th>
<th>V</th>
<th>(A) or (D)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>02/18/2020</td>
<td>510</td>
<td>A</td>
<td>$0.0000</td>
<td>8,900.72</td>
<td>D</td>
</tr>
<tr>
<td>Common Stock</td>
<td>02/18/2020</td>
<td>194</td>
<td>D</td>
<td>$372.42</td>
<td>8,706.72</td>
<td>D</td>
</tr>
</tbody>
</table>

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

<table>
<thead>
<tr>
<th>Security</th>
<th>Date of Transaction</th>
<th>Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)</th>
<th>Date Exercisable</th>
<th>Expiration Date</th>
<th>Title of Derivative Security</th>
<th>Amount or Number of Shares</th>
<th>Code</th>
<th>V</th>
<th>(A) or (D)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Restricted Stock Rights</td>
<td>02/18/2020</td>
<td>510</td>
<td>(2)</td>
<td>(4)</td>
<td>(2)</td>
<td>Common Stock</td>
<td>510</td>
<td>$0.0000</td>
<td>3,434</td>
</tr>
</tbody>
</table>

Explanations of Responses:
1. In accordance with the terms of the 2011 Long-Term Incentive Stock Plan ("LTISP"), because the third anniversary of the grant (February 17, 2020) fell on a holiday, the award shares vested on February 18, 2020, the next business day. The vested award shares were valued based on the Company's closing stock price on February 18, 2020. The shares will be distributed into the participant's account on February 19, 2020.

2. Shares issued upon vesting of Restricted Stock Rights ("RSRs") granted under the LTISP on 2/17/17 that vested on 2/18/2020.

3. Shares surrendered to issuer in payment of tax liability in connection with vesting of RSRs in accordance with Rule 16b-3(e).

4. Each 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.

5. Total amount includes 2,545 RSRs granted under the LTISP on 2/13/20 that will vest on 2/13/23; 487 RSRs granted under the LTISP on 2/13/19 that will vest on 2/13/22; and 402 RSRs granted under the LTISP on 2/13/18 that will vest on 2/13/21.

/s/ Jennifer C. McGarey,
Attorney-in-Fact
02/20/2020

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.