

**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

|  |         |          |  |  |  |  |  |  |
|--|---------|----------|--|--|--|--|--|--|
| 1. Name and Address of Reporting Person*<br><u>Jones Christopher T</u> |         |          | 2. Issuer Name and Ticker or Trading Symbol<br><u>NORTHROP GRUMMAN CORP /DE/ [ NOC ]</u> |  |  | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br>Director 10% Owner<br>X Officer (give title below) Other (specify below)<br><u>Corp VP &amp; Pres Tech Svcs</u> |  |  |
| (Last)   | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>02/18/2015</u>                    |  |  | 6. Individual or Joint/Group Filing (Check Applicable Line)<br>X Form filed by One Reporting Person<br>Form filed by More than One Reporting Person  |  |  |
| 2980 FAIRVIEW PARK DRIVE   |         |          | 4. If Amendment, Date of Original Filed (Month/Day/Year)                                 |  |  |  |  |  |
| (Street)<br><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                    | 02/18/2015                           |  | M                              |   | 7,678.22 <sup>(1)</sup>   | A          | \$0.0000 | 16,009.363 <sup>(2)</sup>   | D  |   |
| Common Stock                    | 02/18/2015                           |  | F                              |   | 3,060 <sup>(3)</sup>  | D          | \$167.68 | 12,949.363 <sup>(2)</sup>   | D  |   |
| Common Stock                    |                                      |  |                                |   |   |            |          | 1,591.846   | I  | Held in Northrop Grumman Savings & Investment Plan <sup>(4)</sup> |

**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        | (5)  | 02/18/2015                           |  | A                              |   | 14,422.22 <sup>(6)</sup>   |                         | (5)  | (5)             | Common Stock  | 14,422.22                  | \$0.0000                                   | 65,014.22 <sup>(7)</sup>   | D   |  |
| Restricted Performance Stock Rights        | (5)  | 02/18/2015                           |  | M                              |   |  | 7,678.22 <sup>(1)</sup> | (5)  | (5)             | Common Stock  | 7,678.22                   | \$0.0000                                   | 57,336 <sup>(8)</sup>  | D   |  |
| Restricted Stock Rights                    | (9)  | 02/18/2015                           |  | A                              |   | 5,117  |                         | (9)  | (9)             | Common Stock  | 5,117                      | \$0.0000                                   | 34,291 <sup>(10)</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 2/15/12 with a valuation of performance measurement period ("measurement period") ended 12/31/14. The RPSRs were settled at 187% of target.
- Amount includes 193,143 shares acquired under the Issuer's Dividend Reinvestment Plan through transaction date February 13, 2015, which transactions are exempted from Section 16 and not reportable under Rule 16a-11.
- Shares surrendered to issuer in payment of tax liability in connection with settlement of RPSRs in accordance with Rule 16b-3(e).
- Held in the Northrop Grumman Savings and Investment Plan (the "Plan"), a qualified profit sharing plan, as of February 13, 2015. Share totals with respect to the Plan are based upon unit accounting and therefore may reflect a decrease in units attributable to an individual though no disposition occurred.
- 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 applicable performance metric is satisfied for the relevant measurement period. Grants awarded pursuant to Rule 16b-3(d).
- The RPSRs acquired include (i) 3,572.22 additional vested RPSRs with respect to the measurement period ended 12/31/14 acquired due to settlement of the 2012 RPSRs held at 187% of the target award and (ii) 10,850 unvested RPSRs granted under the LTISP on 2/18/15 with a measurement period ending on 12/31/17.
- Total amount includes 7,678.22 vested RPSRs granted under the LTISP on 2/15/12 with a measurement period ended on 12/31/14; 10,850 RPSRs granted on 2/18/15 with a measurement period ending on 12/31/17; 15,108 unvested RPSRs granted under the LTISP on 2/19/14 with a measurement period ending 12/31/16; and 31,378 unvested RPSRs granted under the LTISP on 2/20/13 with a measurement period ending on 12/31/15.
- Total amount includes 10,850 RPSRs granted on 2/18/15 with a measurement period ending on 12/31/17; 15,108 unvested RPSRs granted under the LTISP on 2/19/14 with a measurement period ending on 12/31/16; and 31,378 unvested RPSRs granted under the LTISP on 2/20/13 with a measurement period ending on 12/31/15.
- 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 2/18/15 and will vest on 2/18/18.
- Total amount includes 5,117 RSRs granted under the LTISP on 2/18/15 that will vest on 2/18/18; 6,300 RSRs granted under the LTISP on 2/19/14 that will vest on 2/19/17; 11,357 RSRs granted under the LTISP on 2/20/13 that will vest on 2/20/16; and 11,517 RSRs granted under the LTISP on 7/19/12 that will vest on 7/19/15.

/s/ Jennifer C. McGarey, Attorney-in-Fact 02/20/2015

\*\* 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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