**TABLE I - NON-DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIALLY OWNED**

<table>
<thead>
<tr>
<th>1. Title of Security (Instr. 3)</th>
<th>2. Transaction Date (Month/Day/Year)</th>
<th>2A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>3. Transaction Code (Instr. 8)</th>
<th>4. Securities Acquired (A) or Disposed Of (D) (Instr. 3 and 4)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>7. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>02/18/2020(1)</td>
<td></td>
<td>M</td>
<td>427(2)</td>
<td>A</td>
<td>0.0000</td>
<td>D</td>
</tr>
<tr>
<td>Common Stock</td>
<td>02/18/2020(1)</td>
<td></td>
<td>F</td>
<td>129(3)</td>
<td>D</td>
<td>4,664.42</td>
<td>D</td>
</tr>
<tr>
<td>Common Stock</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>5,002.0225</td>
<td>I</td>
</tr>
<tr>
<td>Common Stock</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>2,500.1676</td>
<td>I</td>
</tr>
</tbody>
</table>

**TABLE II - DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIALLY OWNED**

(e.g., puts, calls, warrants, options, convertible securities)

<table>
<thead>
<tr>
<th>1. Title of Derivative Security (Instr. 3)</th>
<th>2. Conversion or Exercise Price of Derivative Security</th>
<th>3. Transaction Date (Month/Day/Year)</th>
<th>3A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>4. Transaction Code (Instr. 8)</th>
<th>5. Number of Derivative Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>6. Date Exercisable and Expiration Date (Month/Day/Year)</th>
<th>7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)</th>
<th>8. Price of Derivative Security (Instr. 5)</th>
<th>9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>11. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Restricted Stock Rights</td>
<td>(5)</td>
<td>02/18/2020</td>
<td></td>
<td>M</td>
<td>427(2)</td>
<td>(5)</td>
<td>(2)</td>
<td>Common Stock</td>
<td>427</td>
<td>$0.0000</td>
<td>5,123(6)</td>
</tr>
</tbody>
</table>

**Explanation 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. Held in the Northrop Grumman Savings and Investment Plan (the "Plan"), a qualified profit sharing plan, as of February 18, 2020. 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.

5. 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.

6. Total amount includes 1,527 RSRs granted under the LTISP on 2/12/20 that will vest on 2/13/23; 1,970 RSRs granted under the LTISP on 2/13/19 that will vest on 2/13/22; and 1,626 RSRs granted under the LTISP on 2/13/18 that will vest on 2/13/21.

**Signature of Reporting Person**

/s/ Jennifer C. McGarey

**Date**

02/20/2020

**Attorney-in-Fact**

**OMB APPROVAL**

OMB Number: 3235-0287

Estimated average burden hours per response: 0.5

**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). This is an important note to consider.**


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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