1. Name and Address of Reporting Person

KLEINER MADELEINE

(Last) (First) (Middle)
2980 FAIRVIEW PARK DRIVE

(State)

2. Issuer Name and Ticker or Trading Symbol

NORTHROP GRUMMAN CORP /DE/ [ NOC ]

5. Relationship of Reporting Person(s) to Issuer

X Director 10% Owner

Officer (give title below) Other (specify below)

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

05/20/2020

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

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>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, 4 and 5)</th>
<th>5. Amount of Securities Acquired 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>05/20/2020</td>
<td>A(1)</td>
<td>499(1)</td>
<td>A</td>
<td>$320.4</td>
<td>D</td>
<td></td>
</tr>
</tbody>
</table>

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

Explanation of Responses:

1. Represents shares of common stock deferred into a stock unit account pursuant to the Northrop Grumman 2011 Long-Term Incentive Stock Plan (the “Plan”) in a transaction exempt pursuant to Rule 16b-3.

2. Represents shares of common stock, including dividends, held in a stock unit account pursuant to the Plan. Dividends earned on shares held in the stock unit account were exempt from Section 16 and not reportable under Rule 16a-11.

/s/ Jennifer C. McGarey

Attorney-in-Fact

05/22/2020

** 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).


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.