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
   Larson Blake E
   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)
   02/12/2020

4. If Amendment, Date of Original Filed (Month/Day/Year)
   X Form filed by One Reporting Person
   Form filed by More than One Reporting Person

5. Relationship of Reporting Person(s) to Issuer
   X Director
   Other (specify below) CVP & Pres, Space Systems
   10% Owner

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

<table>
<thead>
<tr>
<th>Title of Security (Instr. 3)</th>
<th>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 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>6,009 Restricted Performance Stock Rights</td>
<td>02/12/2020</td>
<td></td>
<td>A</td>
<td>6,009(1)</td>
<td>6,009</td>
<td></td>
<td>D</td>
</tr>
<tr>
<td>3,959 Restricted Stock Rights</td>
<td>02/12/2020</td>
<td></td>
<td>A</td>
<td>3,959</td>
<td></td>
<td></td>
<td>D</td>
</tr>
</tbody>
</table>

Explanation of Responses:

1. Each Restricted Performance Stock Right ("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).

2. These unvested RPSRs were granted under the 2011 Long-Term Incentive Stock Plan ("LTISP") on 2/12/20 with a measurement period ending on 12/31/21.

3. Total amount includes 6,009 RPSRs granted on 2/12/20 with a measurement period ending on 12/31/21; 7,748 RPSRs granted on 2/13/19 with a measurement period ending on 12/31/20; and 6,642 RPSRs granted under the LTISP on 6/13/18 that will vest on 6/13/21.

4. 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 2/12/20. 1,414 of the RSRs will vest on 12/31/21 and 2,515 will vest on 2/12/21.

5. Total amount includes 2,545 RSRs granted under the LTISP on 2/12/20 that will vest on 2/13/23; 1,414 RSRs granted under the LTISP on 2/12/20 that will vest on 12/31/21; 3,283 RSRs granted under the LTISP on 6/13/18 that will vest on 6/13/21.

/s/ Jennifer C. McGarey
Attorney-in-Fact

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.