FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSH

	OMB APPROVAL						
EFICIAL OWNERSHIP	OMB Number:	3235-0287					
LI IOIAL OWNERSHIII	Estimated average burden						

hours per response:

0.5

Check this box if no longer subject to
Section 16. Form 4 or Form 5
obligations may continue. See
Instruction 1(b).

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* GORDON BRUCE S				NO	2. Issuer Name and Ticker or Trading Symbol NORTHROP GRUMMAN CORP /DE/									Check	all app	olicable)	,	
(Last) (First) (Middle) 2980 FAIRVIEW PARK DRIVE			3. D	3. Date of Earliest Transaction (Month/Day/Year)								-	A	Office	er (give title	Other	(specify	
H VA	Δ 2	22042		4. If	Amer	ndment,	Date o	f Origina	al Filed	d (Month/Da	ay/Ye	ar)			Form	n filed by One n filed by Mor	e Reporting Per	son
(St	ate) (Zip)																
	Tabl	e I - No	n-Deriv	ative	Sec	uritie	s Acc	quired	, Dis	posed o	f, oı	r Ben	efici	ally	Owne	ed		
Date			Execu ay/Year) if any		xecution Date, any							l and 5) Se Be Ov		ties cially d Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership		
								Code	v	Amount	((A) or (D)	Price		Transaction(s) (Instr. 3 and 4)			(Instr. 4)
Common Stock 05			05/17	/17/2017				J ⁽¹⁾		609(1)		A	\$246.32		2 16,148 ⁽²⁾		D	
	Та														vned			
Derivative Conversion Date Execution Security or Exercise (Month/Day/Year) if any		n Date,	4. Transaction Code (Instr. 8)		of		Expiration Date (Month/Day/Year)			Amoui		nstr. 3	Deriv Secu	ivative curity	derivative Securities Beneficially Owned Following Reported	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
	(File Conversion or Exercise Price of Derivative Conversion Or Exercise Price Or Exercise Price of Derivative Conversion Or Exercise Price Or Exercise Pri	(First) (CIRVIEW PARK DRIVE) H VA (State) (Conversion or Exercise Price of Derivative) 2. (Month/Day/Year)	(First) (Middle) IRVIEW PARK DRIVE H VA 22042 (State) (Zip) Table I - No Security (Instr. 3) Stock Table II - 2. Conversion or Exercise Price of Derivative (Month/Day/Year) Conversion or Exercise Price of Derivative (Month/Day/Year)	(First) (Middle) (RVIEW PARK DRIVE H VA 22042 (State) (Zip) Table I - Non-Derivate (Month/L) Stock 05/17 Table II - Derivate (e.g., picture of Derivative (Month/Day/Year) 2. (Conversion or Exercise Price of Derivative (Month/Day/Year)	(First) (Middle) IRVIEW PARK DRIVE (State) (Zip) Table I - Non-Derivative Security (Instr. 3) 2. Transaction Date (Month/Day/Year) Conversion or Exercise Price of Derivative (Month/Day/Year) 2. (Conversion or Exercise Price of Derivative (Month/Day/Year) (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 3. Deemed Execution Date, if any (Month/Day/Year) (Month/Day/Year) 4. Transaction Code (Month/Day/Year) (Month/Day/Year) 2. (Month/Day/Year)	(First) (Middle) IRVIEW PARK DRIVE Table I - Non-Derivative Security (Instr. 3) Stock 2. Transaction Date (Month/Day/Year) Table II - Derivative Security (e.g., puts, calls, fany (Month/Day/Year) 2. Transaction Date (Month/Day/Year) Stock 3. Transaction Date (Month/Day/Year) 2. Table II - Derivative Security (e.g., puts, calls, fany (Month/Day/Year) (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 2. Transaction Code (Instr. 8)	(First) (Middle) IRVIEW PARK DRIVE Table I - Non-Derivative Securities (State) (Zip) Table I - Non-Derivative Securities (Month/Day/Year) Stock Table II - Derivative Securities (e.g., puts, calls, warrange) (e.g., puts, calls, warrange) 2. 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Dat	NORTHROP GRUMMAN NOC] (First) (Middle) (REVIEW PARK DRIVE Table I - Non-Derivative Securities Acquired, Disterminative Security (Instr. 3) Table II - Derivative Securities Acquired, Disterminative Securities Acquired, Disperivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	NORTHROP GRUMMAN CORP NOC] (First) (Middle) (RVIEW PARK DRIVE Table I - Non-Derivative Securities Acquired, Disposed of (Month/Day/Year) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) Stock Table II - Derivative Securities Acquired, Disposed of (e.g., puts, calls, warrants, options, convertibe (Month/Day/Year) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Stock Table II - Derivative Securities Acquired, Disposed of (e.g., puts, calls, warrants, options, convertibe (Instr. 8) 3. Transaction Date (Instr. 6) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) 4. Securities Acquired, Disposed of (e.g., puts, calls, warrants, options, convertibe Securities Acquired (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)	NORTHROP GRUMMAN CORP /D NOC] (First) (Middle) RVIEW PARK DRIVE 3. Date of Earliest Transaction (Month/Day/Year) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Exercise (Month/Day/Year) Stock Table II - Derivative Securities Acquired, Disposed of, or E(e.g., puts, calls, warrants, options, convertible security Table II - Derivative Securities Acquired, Disposed of, or E(e.g., puts, calls, warrants, options, convertible security A. Securities Acquired, Disposed of, or E(e.g., puts, calls, warrants, options, convertible security Stock Table II - Derivative Securities Acquired, Disposed of, or E(e.g., puts, calls, warrants, options, convertible security A. Securities Acquired (Month/Day/Year) Stock Table II - Derivative Securities Acquired, Disposed of, or E(e.g., puts, calls, warrants, options, convertible securities Acquired (A) or Disposed of (D) (Month/Day/Year) Securities Acquired (A) or Disposed of, or Exercise Derivative Securities Acquired (A) or Disposed of (D) (Month/Day/Year) Securities Acquired (A) or Disposed of (D) (Month/Day/Year)	NORTHROP GRUMMAN CORP /DE/ [NOC	NORTHROP GRUMMAN CORP /DE/ NOC	NORTHROP GRUMMAN CORP /DE/ [Check X	NORTHROP GRUMMAN CORP /DE/ (Check all app X Direct Office below the part of the part o	NORTHROP GRUMMAN CORP /DE/ (Check all applicable) X Director Officer (give title below) X Director Officer (give title below) Stock O5/17/2017 A. If Amendment, Date of Original Filed (Month/Day/Year) G. Individual or Joint/Group Line) X Form filed by Month/Day/Year Securities Acquired, Disposed of, or Beneficially Owned Security (Instr. 3) Date (Month/Day/Year) Date (Month/Day/Year) Code V Amount G. Securities Acquired (A) or Code (Instr. 8) Code V Amount G. Securities Acquired (A) or Code (Instr. 8) Code V Amount G. Securities Acquired (A) or Code (Instr. 8) Code V Amount G. Securities Acquired (A) or Code (Instr. 8) Code	NORTHROP GRUMMÁN CORP /DE/ [NOC] NOC] NORTHROP GRUMMÁN CORP /DE/ [NOC] 3. Date of Earliest Transaction (Month/Day/Year) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Form (Month/Day/Year) [Noc] Amount (A) or Price (International) Owned (e.g., puts, calls, warrants, options, convertible securities) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) [Noc] Noc] Noc] Amount (Check all applicable) X Director Officer (give title below) Officer (give title below) A security (Instr. 3) End (Month/Day/Year) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Following Reported Transaction(s) (Instr. 4) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Following Reported (Instr. 4) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Following Reported (Instr. 4) Amount of Securities Securit

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 in a transaction exempt pursuant to Rule 16b-3.
- 2. Total amount includes dividends earned on shares held in stock unit account, which transactions were exempt from Section 16 and not reportable under rule 16a-11.

/s/ Jennifer C. McGarey, Attorney-in-Fact 05/19/2017

** 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.

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.