## FORM 4

### 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

**Petryszyn Mary D**

(First) (Middle) (Last)

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

02/10/2020

---

### 5. Relationship of Reporting Person(s) to Issuer

- Director
- 10% Owner
- Officer (give title below)
- X CVP, Pres, Defense Systems
- Other (specify below)

---

### 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>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>Common Stock</td>
<td>02/10/2020</td>
<td>S</td>
<td>3,921 D</td>
<td>$362.27(1)</td>
<td>6,712.72 D</td>
<td>D</td>
</tr>
</tbody>
</table>

**Explanation of Responses:**

1. Represents the weighted average sale price of $362.27 rounded to the nearest hundredth. The highest price at which the shares were sold was $362.33 and the lowest price at which the shares were sold was $362.25. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote in this Form 4.

---

### 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>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 Beneficially Owned Following Reported Transaction(s) (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. 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>
</table>

**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.

---

/s/ Jennifer C. McGarey, 02/11/2020
Attorney-in-Fact

**Signature of Reporting Person** **Date**

---

[Note: The document includes a table with additional details about the transactions and a reminder about the OMB Number and the reporting obligations.]