1. Name and Address of Reporting Person*  

Purvis Shawn N

2980 FAIRVIEW PARK DRIVE

(PURVIS SHAWN N)

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

02/12/2020

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


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. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>4. Transaction Code (Instr. 8)</th>
<th>5. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>6. Price of Securities (D) or Securities Acquired (A) (Instr. 3 and 4)</th>
<th>7. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>8. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>02/12/2020</td>
<td></td>
<td>M</td>
<td>1,994(1) A</td>
<td>$0.0000</td>
<td>I</td>
<td>Held in Northrop Grumman Savings &amp; Investment Plan(3)</td>
</tr>
<tr>
<td>Common Stock</td>
<td>02/12/2020</td>
<td></td>
<td>F</td>
<td>610(2) D</td>
<td>$0.0000</td>
<td>I</td>
<td>By Spouse(3)</td>
</tr>
<tr>
<td>Common Stock</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Common Stock</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></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>4. Deemed Execution Date, if any (Month/Day/Year)</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. 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 Performance Stock Rights</td>
<td>(4)</td>
<td>02/12/2020</td>
<td>A</td>
<td>4,602(3) (4) (4) (4) Common Stock 4,602 $0.0000 13,827(5) D</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Restricted Performance Stock Rights</td>
<td>(4)</td>
<td>02/12/2020</td>
<td>M</td>
<td>1,994(1) (4) (4) Common Stock 1,994 $0.0000 11,837(7) D</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Restricted Performance Stock Rights</td>
<td>(8)</td>
<td>02/12/2020</td>
<td>A</td>
<td>1,527 (8) (8) Common Stock 1,527 $0.0000 5,586(9) D</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Explanation of Responses:
1. Shares expected to be issued in settlement of Restricted Performance Stock Rights ("RPSRs") granted under the 2011 Long-Term Incentive Stock Plan ("LTISP") on 2/13/18 that will vest on 2/13/21; and 427 RPSRs granted under the LTISP on 2/17/17 that will vest on 2/18/20.

2. Shares surrendered to issuer in payment of tax liability in connection with settlement of RPSRs in accordance with Rule 16b-3(e).

3. Held in the Northrop Grumman Savings and Investment Plan (the "Plan"), a qualified profit sharing plan, as of February 12, 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.

4. Each 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. Awards granted pursuant to Rule 16b-3(d).

5. The RPSRs acquired include (i) 997 vested RPSRs with respect to the measurement period ended 12/31/19 acquired due to settlement of the 2017 RPSRs held at 200% of the target award and (ii) 3,605 unvested RPSRs granted under the LTISP on 2/12/20 with a measurement period ending on 12/31/22.

6. Total amount includes 1,994 vested RPSRs granted under the LTISP on 2/13/17 with a measurement period ending on 12/31/19; 3,605 RPSRs granted on 2/12/20 with a measurement period ending on 12/31/21; 4,648 RPSRs granted on 2/13/19 with a measurement period ending on 12/31/21; 3,580 RPSRs granted on 2/11/19 with a measurement period ending on 12/31/20.

7. The RPSRs vest if the applicable performance metric is satisfied for the relevant measurement period. Awards granted pursuant to Rule 16b-3(d).

8. 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 on 2/12/20 and will vest on 2/12/23.

9. Total amount includes 1,527 RSRs granted under the LTISP on 2/12/20 that will vest on 2/12/23; 1,970 RSRs granted under the LTISP on 2/13/19 that will vest on 2/13/22, 1,626 RSRs granted under the LTISP on 2/13/18 that will vest on 2/13/21, and 427 RSRs granted under the LTISP on 2/17/17 that will vest on 2/18/20.

/s/ Jennifer C. McGarey,  
Attorney-in-Fact  
02/14/2020

**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).