**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**
   - ROUGHEAD GARY
   - 2980 FAIRVIEW PARK DRIVE
   - FALLS CHURCH, VA, 22042

2. **Issuer Name and Ticker or Trading Symbol**
   - NORTHRUP GRUMMAN CORP /DE/ [NOC]

3. **Date of Earliest Transaction (Month/Day/Year)**
   - 05/15/2019

4. **Individual or Joint/Group Filing (Check Applicable Line)**
   - X Form filed by One Reporting Person

5. **Relationship of Reporting Person(s) to Issuer**
   - Director
   - 10% Owner
   - Officer (give title below)

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

<table>
<thead>
<tr>
<th>Title of Security</th>
<th>Transaction Date</th>
<th>Deemed Execution Date</th>
<th>Transaction Code</th>
<th>Securities Acquired (A) or Disposed Of (D)</th>
<th>Amount of SecuritiesBeneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>05/15/2019</td>
<td></td>
<td>A</td>
<td>543 (A)</td>
<td>8,217 (D)</td>
<td>D</td>
<td></td>
</tr>
</tbody>
</table>

6. **Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**

<table>
<thead>
<tr>
<th>Title of Derivative Security</th>
<th>Conversion or Exercise Price of Derivative Security</th>
<th>Transaction Date</th>
<th>Deemed Execution Date, if any (Month/Day/Year)</th>
<th>Transaction Code</th>
<th>Derivative Securities Acquired (A) or Disposed of (D)</th>
<th>Date Exercisable and Expiration Date (Month/Day/Year)</th>
<th>Title and Amount of Securities Underlying Derivative Security</th>
<th>Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

**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.

3. **Signature of Reporting Person**
   - /s/ Jennifer C. McGarey
   - 05/17/2019

**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.