

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>BUSH WESLEY G</u>  (Last) (First) (Middle) 2980 FAIRVIEW PARK DRIVE  (Street) FALLS CHURCH VA 22042  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>NORTHROP GRUMMAN CORP /DE/ [ NOC ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chairman, CEO and President</u>
	3. Date of Earliest Transaction (Month/Day/Year) 02/19/2016	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/19/2016		J <sup>(1)</sup>		25,373	A	\$0.0000	104,913.5	D	
Common Stock	02/19/2016		J <sup>(1)</sup>		25,371	A	\$0.0000	130,284.5	D	
Common Stock	02/19/2016		J <sup>(1)</sup>		5,806	A	\$0.0000	136,090.5	D	
Common Stock	02/20/2016 <sup>(2)</sup>		M		36,342 <sup>(3)</sup>	A	\$0.0000	172,432.5	D	
Common Stock	02/20/2016 <sup>(2)</sup>		F		17,336 <sup>(4)</sup>	D	\$190.68	155,096.5	D	
Common Stock	02/19/2016		J <sup>(1)</sup>		25,371	D	\$0.0000	25,373	I	Held in Bush Trust No. 4
Common Stock	02/19/2016		J <sup>(1)</sup>		25,373	D	\$0.0000	25,372	I	Held in Wesley G. Bush Rev. Trust
Common Stock	02/19/2016		J <sup>(1)</sup>		5,806	D	\$0.0000	298,974	I	Held in WG&NF Bush Family Trust
Common Stock								5,385.995	I	Held in Northrop Grumman Savings & Investment Plan <sup>(5)</sup>

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Restricted Stock Rights	(6)	02/20/2016 <sup>(2)</sup>		M			36,342	(6)	(6)	Common Stock	36,342	\$0.0000	55,903 <sup>(7)</sup>	D	

**Explanation of Responses:**

- Transfer of shares from family trust.
- In light of the vesting date, Saturday, February 20, 2016, and in accordance with the terms of the 2011 Long-Term Incentive Stock Plan ("LTISP"), award shares were valued based on the Company's closing stock price on February 19, 2016, the immediately preceding business day. The shares were distributed into the participant's account on February 22, 2016.
- Shares issued upon vesting of Restricted Stock Rights ("RSRs") granted under the LTISP on 2/20/13 that vested on 2/20/16.

4. Shares surrendered to issuer in payment of tax liability in connection with vesting of RSRs in accordance with Rule 16b-3(e).
5. Held in the Northrop Grumman Savings and Investment Plan (the "Plan"), a qualified profit sharing plan, as of February 12, 2016. Share totals with respect to the Plan are based upon unit accounting and therefore may reflect a decrease in units attributable to an individual though no disposition occurred.
6. 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.
7. Total amount includes 16,478 RSRs granted under the LTISP on 2/17/16 that will vest on 2/17/19; 16,745 RSRs granted under the LTISP on 2/18/15 that will vest on 2/18/18; and 22,680 RSRs granted under the LTISP on 2/19/14 that will vest on 2/19/17.

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

02/23/2016

\*\* 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.

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