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
Addison Ann M
2980 FAIRVIEW PARK DRIVE
ChurCh Falls Va 22042

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

3. Date of Earliest Transaction (Month/Day/Year)
10/30/2019

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

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
Director
10% Owner
X Corp VP & Chief HR Officer
Other (specify below)

6. Individual or Joint/Group Filing (Check Applicable Line)
X Form filed by One Reporting Person
Form filed by More than One Reporting Person

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>3A. 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. Amount of Securities Beneficially Owned Following Reported Transaction(s) (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>10/30/2019</td>
<td>M</td>
<td>A</td>
<td>5,146(1)</td>
<td>5,146</td>
<td>D</td>
<td>Held in Northrop Grumman Savings &amp; Investment Plan(1)</td>
</tr>
<tr>
<td>Common Stock</td>
<td>10/30/2019</td>
<td>F</td>
<td>D</td>
<td>2,398(2)</td>
<td>2,398</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Common Stock</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>64,2947</td>
<td>I</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>3A. Deemed Execution Date, if any (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 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 Stock Rights</td>
<td>(4) 10/30/2019</td>
<td>M</td>
<td>(A)</td>
<td>5,146(1)</td>
<td>10/30/2019</td>
<td>Common Stock 5,146</td>
<td>$0.0000</td>
<td>2,642(5)</td>
<td>D</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Explanation of Responses:
1. Shares issued upon vesting of Restricted Stock Rights ("RSRs") granted under the 2011 Long-Term Incentive Stock Plan ("LTISP") on 10/30/18 that vested on 10/30/19.
2. Shares surrendered to issuer in payment of tax liability in connection with vesting of RSRs 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 October 30, 2019. Shares 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 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.
5. Total amount includes 1,751 RSRs granted under the LTISP on 2/13/19 that will vest on 2/13/22; and 891 RSRs granted under the LTISP on 10/30/18 that will vest on 10/30/21.

/s/ Jennifer C. McGarey, Attorney-in-Fact 11/01/2019

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.