SEC Form 4

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[*]	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
Ryan Lucy C	NORTHROP GRUMMAN CORP /DE/ [NOC]	Director ☐ / 10% Owner ☐ X Officer (give title below) / Other (specify below) Corp VP, Communications

(Last) (First) (Middle)

2980 FAIRVIEW PARK DRIVE

			3. Date of Earliest Transaction (Month/Day/Year) 11/01/2021	

(Street)

FALLS CHURCH   VA   22042

			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person ☐ Form filed by More than One Reporting Person

(City)   (State)   (Zip)

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	11/01/2021[(1)]		M		303[(2)]	A	$0	1,541.44	D	
Common Stock	11/01/2021[(1)]		F		92	D	$354.85	1,449.44	D	

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	Amount or Number of Shares				
Restricted Stock Rights	[(3)]	11/01/2021		M			303[(2)]	[(3)]	[(2)]	Common Stock	303	$0	1,823	D	

Explanation of Responses:

1. In accordance with the terms of the 2011 Long-Term Incentive Stock Plan ("LTISP"), because the third anniversary of the grant (October 30, 2021) fell on a weekend, the award shares vested on November 1, 2021, the next business day. The vested award shares were valued based on the Company's closing stock price on November 1, 2021. The shares will be distributed into the participant's account on November 2, 2021.

2. Shares issued upon vesting of Restricted Stock Rights ("RSRs") granted under the LTISP on 10/30/2018 that vested on 11/1/2021.

3. Each RSR represents a contingent right to receive an equivalent number of shares in Issuer common stock, or, at the election of the Issuer's Compensation Committee, cash or a combination of cash and Issuer common stock.

Remarks:

/s/ Jennifer C. McGarey, Attorney-in-Fact   11/03/2021

** Signature of Reporting Person   Date