FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

-	OMB APPRO	JVAL				
	OMB Number:	3235-0287				
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-	hours per response:	0.5				

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

Name and Address of Reporting Person* Ryan Lucy C				2. Issuer Name and Ticker or Trading Symbol NORTHROP GRUMMAN CORP /DE/ NOC]								(Ch	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title Other (specify							
(Last) (First) (Middle) 2980 FAIRVIEW PARK DRIVE			3. Date of Earliest Transaction (Month/Day/Year) 11/01/2021									X Onice (give title Other (specify below) Corp VP, Communications								
(Street) FALLS CHURC	H V	A :	22042		4. If A	4. If Amendment, Date of Original Filed (Month/Day/Year)						Line	e) <mark>X</mark> F	Form filed by One Reporting Person Form filed by More than One Reporting Person						
(City)	(Si	tate) ((Zip)													CISOII	'			
	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																			
1. Title of Security (Instr. 3) 2. Transac Date (Month/Da				Execution Date,		3. 4. Securir Transaction Code (Instr. 8) 4. Securir					and 5) Securiti Benefic		es Formula (D) Following (I)		vnership n: Direct r Indirect nstr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)				
								e V		Amount		(A) or (D)	Price	Tr	Transaction(s) (Instr. 3 and 4)				(1130.4)	
Common Stock 11/01/20					021(1)			M 303 ⁽²⁾ A		\$0	1,541.44			D						
Common Stock 11/01/2				P021 ⁽¹⁾ F 92 I		D	\$354.8	1,449.44		19.44		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)	Derivative Conversion Date Execution Date, Tr Security or Exercise (Month/Day/Year) if any Co		ransacti Code (Ins	on of str. De Se Ac (A Di of (In	Number crivative curities quired or sposed (D) str. 3, 4 d 5)	Expiration D (Month/Day/				Amount of Securities Underlying Derivative Secu (Instr. 3 and 4)		Amount or Number	ount		9. Number derivative Securities Beneficial Owned Following Reported Transactic (Instr. 4)	ly	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)		

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,

(2)

- 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

303⁽²⁾

Remarks:

Restricted

Stock

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

** Signature of Reporting Person

303

Stock

\$<mark>0</mark>

11/03/2021

1,823

D

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).

11/01/2021

** 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.

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.