

OMB APPROVAL	
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**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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>Larson Blake E</u>  (Last) (First) (Middle) 2980 FAIRVIEW PARK DRIVE  (Street) FALLS 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)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>CVP &amp; Pres, Space Systems</u>
	3. Date of Earliest Transaction (Month/Day/Year) 06/14/2021	

**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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	06/14/2021 <sup>(1)</sup>		M		2,831 <sup>(2)</sup>	A	\$0	14,094.1	D	
Common Stock	06/14/2021 <sup>(1)</sup>		F		1,221	D	\$372.23	12,873.1	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
Restricted Stock Rights	<sup>(3)</sup>	06/14/2021		A		2,831 <sup>(2)</sup>		<sup>(3)</sup>	<sup>(2)</sup>	Common Stock	2,831	\$0	12,350	D	

**Explanation of Responses:**

- In accordance with the terms of the 2011 Long-Term Incentive Stock Plan ("LTISP"), because the third anniversary of the grant (June 13, 2021) fell on a weekend, the award shares vested on June 14, 2021, the next business day. The vested award shares were valued based on the Company's closing stock price on June 14, 2021. The shares will be distributed into the participant's account on June 15, 2021.
- Shares issued upon vesting of Restricted Stock Rights ("RSRs") granted under the LTISP on 6/13/2018 that vested on 6/14/2021.
- 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

06/16/2021

\*\* 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.

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.