

| 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*<br><u>Hardesty Michael A</u><br>_____<br>(Last) (First) (Middle)<br>2980 FAIRVIEW PARK DRIVE<br>_____<br>(Street)<br>FALLS VA 22042<br>_____<br>(City) (State) (Zip) |  |  | 2. Issuer Name and Ticker or Trading Symbol<br><u>NORTHROP GRUMMAN CORP /DE/ [ NOC ]</u><br>_____<br>3. Date of Earliest Transaction (Month/Day/Year)<br>02/16/2021<br>_____<br>4. If Amendment, Date of Original Filed (Month/Day/Year) |  |  | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br>Corp VP, Controller & CAO<br>_____<br>6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br>Form filed by More than One Reporting Person |  |  |
|---|--|--|--|--|--|---|--|--|

**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                    | 02/16/2021                           |  | M                              |   | 2,079.75  | A          | \$0.0000 | 6,475.95  | D  |   |
| Common Stock                    | 02/16/2021                           |  | M                              |   | 632   | A          | \$0.0000 | 7,107.95  | D  |   |
| Common Stock                    | 02/16/2021                           |  | F                              |   | 191   | D          | \$0.0000 | 6,916.95  | D  |   |
| Common Stock                    | 02/16/2021                           |  | F                              |   | 638   | D          | \$0.0000 | 6,278.95  | D  |   |
| Common Stock                    | 02/16/2021                           |  | S                              |   | 1,016   | D          | \$296.87 | 5,262.95  | 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 Performance Stock Rights        | (1)  | 02/16/2021                           |  | A                              |   | 2,290.75   |          | (1)  | (1)             | Common Stock  | 2,290.75                                   | \$0.0000   | 6,939.75  | D  |       |
| Restricted Performance Stock Rights        | (1)  | 02/16/2021                           |  | M                              |   |  | 2,079.75 | (1)  | (1)             | Common Stock  | 2,079.75                                   | \$0.0000   | 4,860   | D  |       |
| Restricted Stock Rights                    | (2)  | 02/16/2021                           |  | A                              |   | 766  |          | (2)  | (2)             | Common Stock  | 766  | \$0.0000   | 2,758   | D  |       |
| Restricted Stock Rights                    | (3)  | 02/16/2021                           |  | M                              |   |  | 632      | (3)  | (4)             | Common Stock  | 632  | \$0.0000   | 2,126   | D  |       |

**Explanation of Responses:**

- Each RPSR represents a contingent right to receive an equivalent number of shares of Issuer common stock, or, at the Issuer's election, cash or a combination of cash and Issuer common stock. The RPSRs vest if the applicable performance metric is satisfied for the relevant measurement period. Grants awarded pursuant to Rule 16b-3(d).
- 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. The RSRs were granted under the LTISP on 2/16/21 and will vest on 2/16/24.
- 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.
- Shares issued upon vesting of Restricted Stock Rights (RSRs) granted under the LTISP on 2/13/18 that vested on 2/16/21.

/s/ Jennifer C. McGarey, 02/18/2021

Attorney-in-Fact

\*\* 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.**