**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

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1. **Name and Address of Reporting Person**
   - **Krapek Karl J**
   - 2980 Fairview Park Drive
   - Falls Church, VA 22042

2. **Issuer Name and Ticker or Trading Symbol**
   - Northrop Grumman Corp /DE/ [NOC]

3. **Date of Earliest Transaction (Month/Day/Year)**
   - 06/30/2019

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

5. **Relationship of Reporting Person(s) to Issuer**
   - Director
   - 10% Owner
   - Officer (give title below)
   - Other (specify below)

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### Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

<table>
<thead>
<tr>
<th>Title of Security (Instr. 3)</th>
<th>Transaction Date (Month/Day/Year)</th>
<th>Code</th>
<th>V</th>
<th>Amount (A) or (D)</th>
<th>Price</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>06/30/2019</td>
<td>A(1)</td>
<td>101(3)</td>
<td>A $323.11</td>
<td>27,330(2)</td>
</tr>
</tbody>
</table>

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### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

<table>
<thead>
<tr>
<th>Title of Derivative Security (Instr. 3)</th>
<th>Transaction Date (Month/Day/Year)</th>
<th>Code</th>
<th>V</th>
<th>(A)</th>
<th>(D)</th>
<th>Date Exercisable and Expiration Date (Month/Day/Year)</th>
<th>Amount or Number of Shares</th>
</tr>
</thead>
</table>

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**Explanation of Responses:**

1. Represents shares of common stock deferred into a stock unit account pursuant to the Northrop Grumman 2011 Long-Term Incentive Stock Plan (the "Plan") in a transaction exempt pursuant to Rule 16b-3.
2. Total amount includes (i) 4,856 shares of common stock and (ii) 22,474 shares of common stock, including dividends, held in a stock unit account pursuant to the Northrop Grumman 2011 Long-Term Incentive Stock Plan and the 1993 Stock Plan for Non-Employee Directors. Dividends earned on shares held in the stock unit account were exempt from Section 16 and not reportable under rule 16a-11.

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**Reminder:** Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Note:** File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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