**STATED 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

   Caylor Mark A

   (Last) (First) (Middle)

   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)

   08/05/2022

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

   08/05/2022

5. Relationship of Reporting Person(s) to Issuer

   X Director
   10% Owner
   Other (specify below)

   CVP & Pres, Mission Systems

6. Individual or Joint/Group Filing (Check Applicable Line)

   X Form filed by One Reporting Person
   Form filed by More Than One Reporting Person

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

<table>
<thead>
<tr>
<th>1. Title of Security (Instr. 3)</th>
<th>2. Transaction Date (Month/Day/Year)</th>
<th>2A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>3. Transaction Code (Instr. 4)</th>
<th>4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>7. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>08/05/2022</td>
<td></td>
<td>S</td>
<td>200(D)</td>
<td>17,258.15</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Common Stock</td>
<td>08/05/2022</td>
<td></td>
<td>S</td>
<td>500(D)</td>
<td>16,758.15</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Common Stock</td>
<td>08/05/2022</td>
<td></td>
<td>S</td>
<td>100(D)</td>
<td>16,658.15</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Common Stock</td>
<td>08/05/2022</td>
<td></td>
<td>S</td>
<td>200(D)</td>
<td>16,458.15</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Common Stock</td>
<td>08/05/2022</td>
<td></td>
<td>S</td>
<td>315(D)</td>
<td>14,134.15</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Common Stock</td>
<td>08/05/2022</td>
<td></td>
<td>S</td>
<td>1,383(D)</td>
<td>14,760.15</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Common Stock</td>
<td>08/05/2022</td>
<td></td>
<td>S</td>
<td>267(D)</td>
<td>14,493.15</td>
<td>D</td>
<td></td>
</tr>
</tbody>
</table>

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**

(e.g., puts, calls, warrants, options, convertible securities)

<table>
<thead>
<tr>
<th>1. Title of Derivative Security (Instr. 3)</th>
<th>2. Conversion or Exercise Price of Derivative Security</th>
<th>3. Transaction Date (Month/Day/Year)</th>
<th>3A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>4. Transaction Code (Instr. 4)</th>
<th>5. Number of Derivative Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>6. Date Exercisable and Expiration Date (Month/Day/Year)</th>
<th>7. Title and Amount of Derivative Security (Instr. 3 and 4)</th>
<th>8. Price of Derivative Security (Instr. 5)</th>
<th>9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)</th>
<th>10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>11. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>470.34</td>
<td>8/5/22</td>
<td>8/5/2022</td>
<td>S</td>
<td>200(D)</td>
<td>17,258.15</td>
<td>D</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

**Explanation of Responses:**

1. The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.

2. Represents the weighted average sale price of $470.34 rounded to the nearest hundredth. The highest price at which the shares were sold was $470.52 and the lowest price at which the shares were sold was $470.16. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote in Form 4.

3. Represents the weighted average sale price of $471.60 rounded to the nearest hundredth. The highest price at which the shares were sold was $471.90 and the lowest price at which the shares were sold was $471.27. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote in Form 4.

4. Represents the weighted average sale price of $474.10 rounded to the nearest hundredth. The highest price at which the shares were sold was $474.31 and the lowest price at which the shares were sold was $474.12. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote in Form 4.

5. Represents the weighted average sale price of $476.36 rounded to the nearest hundredth. The highest price at which the shares were sold was $476.89 and the lowest price at which the shares were sold was $476.01. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote in Form 4.

6. Represents the weighted average sale price of $477.23 rounded to the nearest hundredth. The highest price at which the shares were sold was $477.43 and the lowest price at which the shares were sold was $477.03. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote in Form 4.

Remarks:

/s/ Jennifer C. McGarey, 08/09/2022
Attorney-in-Fact
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).


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.