**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**
   Purvis Shawn N
   
   (Last)  (First)  (Middle)
   2980 FAIRVIEW PARK DRIVE
   
   (Street)  FALLS CHURCH  VA  22042
   
   (City)  (State)  (Zip)

2. **Issuer Name and Ticker or Trading Symbol**
   NORTHROP GRUMMAN CORP /DE/ [ NOC ]

3. **Date of Earliest Transaction (Month/Day/Year)**
   06/01/2020

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

5. **Relationship of Reporting Person(s) to Issuer**
   Director
   
   **Officer (give title below)**
   CVP, Pres, Enterprise Svcs
   
   **10% Owner**

6. **Individual or Joint/Group Filing (Check Applicable Line)**
   Form filed by One Reporting Person

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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>Deemed Execution Date, if any (Month/Day/Year)</th>
<th>Transaction Code (Instr. 5)</th>
<th>Securities Acquired (A) or Disposed Of (D) (Instr. 3 and 5)</th>
<th>Amount (A) or (D)</th>
<th>Price</th>
<th>Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>06/01/2020</td>
<td></td>
<td></td>
<td>1</td>
<td>38,378(1)</td>
<td>$330.67</td>
<td>I (Instr. 3 and 4)</td>
<td>By Spouse(2)</td>
<td></td>
</tr>
<tr>
<td>Common Stock</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>Held in Northrop Grumman Savings &amp; Investment Plan(2)</td>
<td></td>
</tr>
<tr>
<td>Common Stock</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>4,535.42</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Common Stock</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>2,530.5941</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

**Explanation of Responses:**

1. The reporting person's spouse liquidated a portion of his share holdings in the Northrop Grumman Savings and Investment Plan (the "Plan"), a qualified profit sharing plan.
2. Held in the Plan as of June 1, 2020. Share totals with respect to the Plan are based upon unit accounting and therefore may reflect a change in units attributable to an individual though no acquisition or disposition occurred.

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

**06/03/2020**

**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).
- **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.**