**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**
   - 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)**
   - 02/18/2020

4. **If Amendment, Date of Original Filed (Month/Day/Year)**
   - 02/20/2020

5. **Relationship of Reporting Person(s) to Issuer**
   - Director
   - 10% Owner
   - 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>Title of Security (Instr. 3)</th>
<th>Transaction Date (Month/Day/Year)</th>
<th>2A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>3. Transaction Code (Instr. 8)</th>
<th>4. Securities Acquired (A) or Disposed Of (D) (Instr. 3 and 4)</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>02/18/2020(1)</td>
<td>M</td>
<td>3,189(2)</td>
<td>A</td>
<td>$0.0000</td>
<td>24,163.1</td>
<td>D</td>
</tr>
<tr>
<td>Common Stock</td>
<td>02/18/2020(3)</td>
<td>F</td>
<td>1,603(3)</td>
<td>D</td>
<td>$372.42</td>
<td>22,560.1</td>
<td>D</td>
</tr>
</tbody>
</table>

**Common Stock**  
35,7097 I

Held in Northrop Grumman Savings & Investment Plan(4)

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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>2. Conversion or Exercise Price of Derivative Security</th>
<th>3. Transaction Date (Month/Day/Year)</th>
<th>4. Transaction Code (Instr. 8)</th>
<th>5. Number of Derivative Securities Acquired (A) or Disposed Of (D) (Instr. 3 and 4)</th>
<th>6. Date Exercisable and Expiration Date (Month/Day/Year)</th>
<th>7. Title and Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>8. Price of Derivative Security (Instr. 5)</th>
<th>9. Number of derivative Securities Beneficially Owned Following Reporting 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>Restricted Stock Rights</td>
<td>02/18/2020</td>
<td>M</td>
<td>3,189(2)</td>
<td>(5)</td>
<td>(2) Common Stock 3,189</td>
<td>$0.0000</td>
<td>11,191(6) D</td>
<td>** Signature of Reporting Person **</td>
<td>Date</td>
<td></td>
</tr>
</tbody>
</table>

**Explanation of Responses:**

1. In accordance with the terms of the 2011 Long-Term Incentive Stock Plan ("LTISP"), because the third anniversary of the grant (February 17, 2020) fell on a holiday, the award shares vested on February 18, 2020, the next business day. The vested award shares were valued based on the Company's closing stock price on February 18, 2020. The shares will be distributed into the participant's account on February 19, 2020.

2. Shares issued upon vesting of Restricted Stock Rights ("RSRs") granted under the LTISP on 2/17/17 that vested on 2/18/2020.

3. Shares surrendered to issuer in payment of tax liability in connection with vesting of RSRs in accordance with Rule 16b-3(e).

4. Held in the Northrop Grumman Savings and Investment Plan (the "Plan"), a qualified profit sharing plan, as of February 18, 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.

5. Each 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.

6. Total amount includes 2,545 RSRs granted under the LTISP on 2/12/20 that will vest on 2/13/23; 3,830 RSRs granted under the LTISP on 2/13/19 that will vest on 2/13/22; 1,655 RSRs granted under the LTISP on 2/13/18 that will vest on 2/13/21.

/\ Signature of Reporting Person

Attorney-in-Fact  
02/20/2020

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.

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