1. Name and Address of Reporting Person
CHESTON SHEILA C.
2980 FAIRVIEW PARK DRIVE
FAIRVIEW PARK
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)

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
Director
X Other (specify below)
Corp. VP & General Counsel

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>3A. 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. 5 and 6)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 5 and 6)</th>
<th>6. Ownership Code (Instr. 7)</th>
<th>7. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>02/18/2020</td>
<td></td>
<td>M</td>
<td>3,189</td>
<td>$0.0000</td>
<td>43,031.31</td>
<td>D</td>
</tr>
<tr>
<td>Common Stock</td>
<td>02/18/2020</td>
<td></td>
<td>F</td>
<td>1,541</td>
<td>$372.42</td>
<td>41,490.31</td>
<td>D</td>
</tr>
<tr>
<td>Common Stock</td>
<td>02/18/2020</td>
<td></td>
<td>S</td>
<td>9,320</td>
<td>$367.26</td>
<td>32,170.31</td>
<td>D</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. 8)</th>
<th>5. Number of Derivatives Acquired (A) or Disposed Of (D) (Instr. 5 and 6)</th>
<th>6. Date Exercisable or Expiration Date (Month/Day/Year)</th>
<th>7. Title and Amount of Securities Underlying 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. 5 and 6)</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>(S)</td>
<td>02/18/2020</td>
<td></td>
<td>M</td>
<td>3,189</td>
<td>(S)</td>
<td>Common Stock</td>
<td>$0.0000</td>
<td>7,399(S)</td>
<td>D</td>
<td>S</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. The sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.

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.