1. Name and Address of Reporting Person*  
   Petraży Mary D  
   (Last)  (First)  (Middle)  
   2980 FAIRVIEW PARK DRIVE  
   (Street)  
   FALLOWS  
   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)  
   02/12/2020  

4. If Amendment, Date of Original Filed (Month/Day/Year)  
   02/14/2020  

5. Relationship of Reporting Person(s) to Issuer  
   (Check all applicable)  
   Director  
   Officer (give title below)  
   CVP, Pres, Defense Systems  
   Other (specify below)  

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

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. 8)</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>02/12/2020</td>
<td></td>
<td>M</td>
<td>2,382(A)</td>
<td>9,094.72 D</td>
<td>Direct</td>
<td></td>
</tr>
<tr>
<td>Common Stock</td>
<td>02/12/2020</td>
<td></td>
<td>F</td>
<td>704(A)</td>
<td>8,390.72 D</td>
<td>Direct</td>
<td></td>
</tr>
</tbody>
</table>

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) | 6. Date Exercisable and Expiration Date | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|------------------------------------------|----------------------------------------------------|-------------------------------------|-----------------------------------------------|-----------------------------|--------------------------------|-------------------------------------------|-------------------------------|--------------------------------.|--------------------------------------------------------------------|---------------------------|---------------------------------|
| Restricted Performance Stock Rights      | (3)                                                | 02/12/2020                          | A                                             | 7,200(A)                     | (3) (3) Common Stock 7,200 | $0.0000                          | 10,465(D)                      | D                              | Restricted Performance Stock Rights                             | Direct                    |                                       |
| Restricted Performance Stock Rights      | (3)                                                | 02/12/2020                          | M                                             | 2,382(A)                     | (3) (3) Common Stock 2,382 | $0.0000                          | 8,083(D)                       | D                              | Restricted Performance Stock Rights                             | Direct                    |                                       |
| Restricted Performance Stock Rights      | (3)                                                | 02/12/2020                          | A                                             | 2,545(3)                     | (7) (7) Common Stock 2,545 | $0.0000                          | 3,944(D)                       | D                              | Restricted Performance Stock Rights                             | Direct                    |                                       |

Explanation of Responses:  
1. Shares expected to be issued in settlement of Restricted Performance Stock Rights ("RPSRs") granted under the 2011 Long-Term Incentive Stock Plan ("LTISP") on 2/17/17 with a valuation of performance measurement period ("measurement period") that ended 12/31/19. RPSRs to be settled at 200% of target. The shares are anticipated to be distributed into the participant’s account on February 14, 2020.  
2. Shares surrendered in lieu of payment of tax liability in connection with settlement of RPSRs in accordance with Rule 16b-3(e).  
3. Each RPSR represents a contingent right to receive an equivalent number of shares of Issuer common stock, or, at the Issuer’s election, cash or a combination of cash and Issuer common stock. The RPSRs vest if the applicable performance metric is satisfied for the relevant measurement period. Grants awarded pursuant to Rule 16b-3(d).  
4. The RPSRs acquired include (i) 1,191 vested RPSRs with respect to the measurement period ended 12/31/19 acquired due to settlement of the 2017 RPSRs held at 200% of the target award and (ii) 6,009 unvested RPSRs granted under the LTISP on 2/12/20 with a measurement period ending on 12/31/22.  
5. Total amount includes 2,382 vested RPSRs granted under the LTISP on 2/17/17 with a measurement period ended on 12/31/19; 6,009 RPSRs granted on 2/12/20 with a measurement period ending on 12/31/22; 1,136 RPSRs granted on 2/13/19 with a measurement period ending on 12/31/21; and 938 RPSRs granted on 2/13/18 with a measurement period ending on 12/31/20.  
6. Total amount includes 6,009 RPSRs granted on 2/12/20 with a measurement period ending on 12/31/22; 1,136 RPSRs granted on 2/13/19 with a measurement period ending on 12/31/21; and 938 RPSRs granted on 2/13/18 with a measurement period ending on 12/31/20.  
7. Each Restricted Stock Right ("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. The RSRs were granted under the LTISP on 2/12/20 and will vest on 2/13/23.  
8. Total amount includes 2,545 RSRs granted under the LTISP on 2/12/20 that will vest on 2/13/23; 407 RSRs granted under the LTISP on 2/13/19 that will vest on 2/13/22; 402 RSRs granted under the LTISP on 2/13/18 that will vest on 2/13/21; and 510 RSRs granted under the LTISP on 2/17/17 that will vest on 2/18/20.  

/s/ Jennifer C. McGarey  
Attorney-in-Fact  
02/14/2020  

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.