UNITED STATES SECURITIES AND EXCHANGE COMMISSION

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
Addison Ann M
2980 FAIRVIEW PARK DRIVE
FALLS CHURCH VA 22042

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

3. Date of Earliest Transaction (Month/Day/Year)
02/16/2021

4. If Amendment, Date of Original Filed (Month/Day/Year)
02/18/2021

5. Relationship of Reporting Person(s) to Issuer
Director X
Officer (give title below)
Corp VP & Chief HR Officer
10% Owner
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>3. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>4. Transaction Code (Instr. 8)</th>
<th>5. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>6. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>7. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>8. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>02/16/2021</td>
<td>A</td>
<td>4,464</td>
<td>A</td>
<td>4,464</td>
<td>D</td>
<td>0.0000</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>14,817.8</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>4. Deemed Execution Date, if any (Month/Day/Year)</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 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. 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 Performance Stock Rights</td>
<td>(1)</td>
<td>02/16/2021</td>
<td>A</td>
<td>4,464.8</td>
<td>(1) (1)</td>
<td>Common Stock</td>
<td>$0.0000</td>
<td>14,817.8</td>
<td>D</td>
<td></td>
</tr>
</tbody>
</table>

Explanation of Responses:
1. Each Restricted Performance Stock Right ("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 valuation period of performance measurement period ("measurement period").
2. The RPSRs acquired include (i) 130.8 vested RPSRs with respect to the measurement period ended 12/31/20 acquired due to settlement of the RPSRs granted under the 2011 Long-Term Incentive Stock Plan ("LTISP") on 10/30/18 that resulted in settlement at 105% of the target award; and (ii) 4,134 unvested RPSRs granted under the LTISP on 2/16/21 with a measurement period ending on 12/31/23. A total of 2,746.8 shares were issued in settlement of the 2018 RPSRs with a measurement period that ended 12/31/20, and the target award amount of 2,616 RPSRs was previously reported in connection with the grant of the 2018 RPSRs.

Remarks:
Due to technical issues, a footnote was omitted from the reporting person's Form 4 filed on February 18, 2021. The row reported in Table II of this amended Form 4 is provided for purposes of adding the omitted footnote. This amended Form 4 does not reflect the grant of any additional RPSRs. None of the information previously reported in the tables on February 18, 2021 has changed.

Signature of Reporting Person Date
Jennifer C. McGarey 02/26/2021
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.