

| OMB APPROVAL | |
|--|-----------|
| OMB Number: | 3235-0287 |
| Estimated average burden hours per response: | 0.5 |

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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

| | | |
|---|--|--|
| 1. Name and Address of Reporting Person* <u>Perry David T</u> _____ (Last) (First) (Middle) <u>2980 FAIRVIEW PARK DRIVE</u> _____ (Street) <u>FALLS CHURCH VA 22042</u> _____ (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>NORTHROP GRUMMAN CORP /DE/ [NOC]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>CVP Chief Global Bus Off</u> |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>02/15/2022</u> | |
| 4. If Amendment, Date of Original Filed (Month/Day/Year) | | |

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|----------|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 02/15/2022 | | M | | 5,671 | A | \$0 | 14,457.6 | D | |
| Common Stock | 02/15/2022 | | F | | 2,481 | D | \$384.77 | 11,976.6 | D | |
| Common Stock | | | | | | | | 545.8083 | I | Held in Northrop Grumman Financial Security and Savings Program ⁽¹⁾ |
| Common Stock | | | | | | | | 47.3791 | I | Held in Northrop Grumman Savings Plan ⁽²⁾ |

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 (Month/Day/Year) | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-------|--|-----------------|---|--|--|---|--|-------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | | | | | | Title |
| Restricted Stock Rights | (3) | 02/15/2022 | | A | | 1,474 | | (3) | (3) | Common Stock | 1,474 | \$0 | 4,971 | D | |
| Restricted Performance Stock Rights | (4) | 02/15/2022 | | A | | 4,252 ⁽⁵⁾ | | (4) | (4) | Common Stock | 4,252 | \$0 | 16,839 | D | |
| Restricted Performance Stock Rights | (4) | 02/15/2022 | | M | | | 5,671 | (4) | (4) | Common Stock | 5,671 | \$0 | 11,168 | D | |

Explanation of Responses:

- Held in the Northrop Grumman Financial Security and Savings Program (the "Program"), as of 2/15/2022. Share totals with respect to the Program are based upon unit accounting and therefore may reflect a change in units attributable to an individual though no acquisition or disposition occurred.
- Held in the Northrop Grumman Savings Plan (the Plan), a qualified defined contributions plan, as of February 15, 2022. 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.
- Each Restricted Performance Right ("RSR") represents a contingent right to receive an equivalent number of shares in 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 Long-Term Incentive Stock Plan ("LTISP") on 2/15/22 and will vest on 2/18/25.
- Each Restricted Stock Performance Right ("RSPR") 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 RSPRs vest if the applicable performance metric is satisfied for the relevant measurement period. Grants awarded pursuant to Rule 16b-3(d).
- The RSPRs acquired include (i) 1,023 vested RSPRs with respect to the measurement period ended 12/31/21 acquired due to settlement of the RSPRs granted under the 2011 Long-Term Incentive Stock Plan ("LTISP") on 2/13/19 that resulted in settlement at 122% of the target award; and (ii) 3,229 unvested RSPRs granted under the LTISP on 2/15/22 with a measurement period ending on 12/31/24. A total of 5,671 shares were issued in settlement of the 2019 RSPRs with a measurement period that ended 12/31/21, and the target award amount of 4,648 RSPRs was previously reported in connection with the grant of the 2019 RSPRs.

Remarks:

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

02/17/2022

** 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).

**** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).**

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.