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
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
Director

Office (give title below)
Corp VP & Chief HR Officer

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

(1) Title of Security (Instr. 3)
(2) Conversion or Exercise Price of Derivative Security
(3) Transaction Date (Month/Day/Year)
(4) Deemed Execution Date, if any (Month/Day/Year)
(5) Transactions Code (Instr. 6)
(6) Securities Acquired (A) or Disposed Of (D) (Instr. 7)
(7) Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)
(8) Date Exercisable and Expiration Date (Month/Day/Year)
(9) Title and Amount of Derivative Securities Underlying Derivative Security (Instr. 3 and 4)
(10) Price of Derivative Security (Instr. 5)
(11) Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)

<table>
<thead>
<tr>
<th>Code</th>
<th>V</th>
<th>Amount (A) or (D)</th>
<th>Price</th>
<th>Date Exercisable</th>
<th>Expiration Date</th>
<th>Title</th>
<th>Amount or Number of Shares</th>
</tr>
</thead>
<tbody>
<tr>
<td>RPSR</td>
<td>A</td>
<td>3,605(2)</td>
<td>3,605</td>
<td>02/12/2020</td>
<td>10/30/21</td>
<td>Common Stock</td>
<td>0.0000</td>
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</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 measurement period. Grants awarded pursuant to Rule 16b-3(d).

2. These unvested RPSRs were granted under the 2011 Long-Term Incentive Stock Plan ("LTISP") on 2/12/20 with a measurement period ending on 12/31/22.

3. Total amount includes 3,605 RPSRs granted on 2/12/20 with a measurement period ending on 12/31/21; and 2,616 RPSRs granted on 10/30/18 with a measurement period ending on 12/31/20.

4. 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 2/12/23.

5. Total amount includes 1,527 RSRs granted under the LTISP on 2/12/20 that will vest on 2/12/23; 1,751 RSRs granted under the LTISP on 2/13/19 that will vest on 2/13/22; and 891 RSRs granted under the LTISP on 10/30/18 that will vest on 10/30/21.

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

** Signature of Reporting Person
Date

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.

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).