**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

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1. **Name and Address of Reporting Person**
   - GORDON BRUCE S
   - 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**
   - 05/15/2019

4. **Relationship of Reporting Person(s) to Issuer**
   - Director

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

<table>
<thead>
<tr>
<th>Code</th>
<th>Date</th>
<th>Transactions</th>
<th>Amount</th>
<th>Price</th>
<th>Ownership Form</th>
<th>Nature of Indirect Beneficial Ownership</th>
</tr>
</thead>
<tbody>
<tr>
<td>V</td>
<td>05/15/2019</td>
<td>A(1)</td>
<td>543(1)</td>
<td>$294.49</td>
<td>A</td>
<td>D</td>
</tr>
</tbody>
</table>

6. **Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**

<table>
<thead>
<tr>
<th>Code</th>
<th>Date</th>
<th>Code</th>
<th>(A)</th>
<th>(D)</th>
<th>Date Exercisable</th>
<th>Expiration Date</th>
<th>Price</th>
<th>Ownership Form</th>
<th>Nature of Indirect Beneficial Ownership</th>
</tr>
</thead>
</table>

   **Explanation of Responses:**
   1. Represents shares of common stock deferred into a stock unit account pursuant to the Northrop Grumman 2011 Long-Term Incentive Stock Plan (the “Plan”) in a transaction exempt pursuant to Rule 16b-3.
   2. Represents shares of common stock, including dividends, held in a stock unit account pursuant to the Plan. Dividends earned on shares held in the stock unit account were exempt from Section 16 and not reportable under Rule 16a-11.

   **Signature of Reporting Person**
   - Jennifer C. McGarey, 05/17/2019

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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.