## FORM 4

### UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

**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:
   - Keffer David F
   - 
   - 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):
   - 05/05/2020

4. If Amendment, Date of Original Filed (Month/Day/Year):
   -

5. Relationship of Reporting Person(s) to Issuer:
   - X Director
   - CVP & Chief Financial Officer

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

<table>
<thead>
<tr>
<th>Title of Security (Instr. 3)</th>
<th>Transaction Date (Month/Day/Year)</th>
<th>Deemed Execution Date, if any (Month/Day/Year)</th>
<th>Transaction Code (Instr. 8)</th>
<th>Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>Relationship of Reporting Person(s) to Issuer</th>
</tr>
</thead>
</table>

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

<table>
<thead>
<tr>
<th>Title of Derivative Security (Instr. 3)</th>
<th>Conversion or Exercise Price of Derivative Security</th>
<th>Transaction Date (Month/Day/Year)</th>
<th>Deemed Execution Date, if any (Month/Day/Year)</th>
<th>Derivative Security Code (Instr. 8)</th>
<th>Number of Derivative Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>Date Exercisable and Expiration Date (Month/Day/Year)</th>
<th>Title</th>
<th>Amount or Number of Shares</th>
<th>Price of Underlying Securities</th>
<th>Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Restricted Performance Stock Rights</td>
<td></td>
<td>(1) 05/05/2020</td>
<td>A</td>
<td>8,753(2)</td>
<td>(1) (1) Common Stock</td>
<td>8,753</td>
<td>$0.0000</td>
<td>8,753</td>
<td>D</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Restricted Stock Rights</td>
<td></td>
<td>(1) 05/05/2020</td>
<td>A</td>
<td>3,847</td>
<td>(1) (1) Common Stock</td>
<td>3,847</td>
<td>$0.0000</td>
<td>3,847</td>
<td>D</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

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**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. The RPSRs were granted pursuant to Rule 16b-3(d).

2. The RPSRs were granted under the 2011 Long-Term Incentive Stock Plan ("LTISP") on 5/5/2020 with a measurement period ending on 12/31/2022.

3. 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 5/5/2020 and will vest on 5/5/2023.

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**Signature of Reporting Person**

/s/ Jennifer C. McGarvey

**Date**

05/07/2020

**Attorney-in-Fact**

**Date**

05/07/2020

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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.**