

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
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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* <u>DAVIS LISA R</u>  (Last) (First) (Middle) 2980 FAIRVIEW PARK DRIVE  (Street) FALLS VA 22042 CHURCH  (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) Corp VP, Communications
	3. Date of Earliest Transaction (Month/Day/Year) 07/29/2017	
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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	07/29/2017		M		1,315 <sup>(1)</sup>	A	\$0.0000	1,907.07	D	
Common Stock	07/29/2017		F		579 <sup>(2)</sup>	D	\$264.1	1,328.07	D	

**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)	07/29/2017		M			1,315 <sup>(1)</sup>	(3)	(3)	Common Stock	1,315	\$0.0000	3,333 <sup>(4)</sup>	D	

**Explanation of Responses:**

- In light of the vesting date, Saturday, July 29, 2017, and in accordance with the terms of the 2011 Long-Term Incentive Stock Plan ("LTISP"), award shares were valued based on the Company's closing stock price on July 28, 2017, the immediately preceding business day. The shares were distributed into the participant's account on July 31, 2017.
- Shares surrendered to issuer in payment of tax liability in connection with vesting of RSRs in accordance with Rule 16b-3(e).
- 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 7/29/14 and vested on 7/29/17.
- Total amount includes 1,276 RSRs granted under the LTISP on 2/17/17 that will vest on 2/17/20; 1,648 RSRs granted under the LTISP on 2/17/16 that will vest on 2/17/19; and 409 RSRs granted under the LTISP on 2/18/15 that will vest on 2/18/18.

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

08/01/2017

\*\* 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.

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