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

1. Name and Address of Reporting Person
   Bedingfield Kenneth L.
   (Last) (First) (Middle)
   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)
   02/12/2020

5. Relationship of Reporting Person(s) to Issuer
   Director
   Corp VP, CFO

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

<table>
<thead>
<tr>
<th>Title of Security (Instr. 3)</th>
<th>Transaction Date (Month/Day/Year)</th>
<th>2A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>3. Transaction Code (Instr. II)</th>
<th>4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>7. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>02/12/2020</td>
<td>M</td>
<td>11,797.66</td>
<td>A</td>
<td>$0.0000</td>
<td>47,191.48</td>
<td>D</td>
</tr>
<tr>
<td>Common Stock</td>
<td>02/12/2020</td>
<td>F</td>
<td>5,295</td>
<td>D</td>
<td>$0.0000</td>
<td>41,896.48</td>
<td>D</td>
</tr>
</tbody>
</table>

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

| Title of Derivative Security (Instr. 3) | Conversion or Exercise Price of Derivative Security | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 3) | 5. Number of Derivative Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) | 6. Date Exercisable and Expiration Date | 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. 3 and 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|----------------------------------------|----------------------------------------------------|----------------------------------|--------------------------------|--------------------------------------------------------------------------------|---------------------------------------|--------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------|
| Restricted Performance Stock Rights    | (%)                                                | 02/12/2020                       | A                              | 1,883.66                                                                  | 1,883.66                             | 0.0000                                                                              | 27,796.66                                                             | D                                                                                                               |                                                                                                           |                                                                                                           |
| Restricted Performance Stock Rights    | (%)                                                | 02/12/2020                       | M                              | 11,797.66 (1)                                                             | 11,797.66                             | 0.0000                                                                              | 15,999(2)                                                            | D                                                                                                               |                                                                                                           |                                                                                                           |

Explanation of Responses:

1. Shares expected to be issued in settlement of Restricted Performance Stock Rights ("RPSRs") granted under the 2011 Long-Term Incentive Stock Plan ("LTISP") on 2/17/17 with a valuation of performance measurement period ("measurement period") that ended 12/31/19. RPSRs to be settled at 119% of target. The shares are anticipated to be distributed into the participant's account on February 14, 2020.
2. Shares surrendered to issuer in payment of tax liability in connection with settlement of RPSRs in accordance with Rule 16b-3(e).
3. Each 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).
4. These vested RPSRs were acquired with respect to the measurement period ended 12/31/19 due to settlement of the 2017 RPSRs held at 119% of the target award.
5. Total amount includes 11,797.66 vested RPSRs granted under the LTISP on 2/17/17 with a measurement period ended on 12/31/19; 9,038 RPSRs granted on 2/13/19 with a measurement period ending on 12/31/21; and 6,961 RPSRs granted on 2/13/18 with a measurement period ending on 12/31/20.
6. Total amount includes 9,038 RPSRs granted on 2/13/19 with a measurement period ending on 12/31/21; and 6,961 RPSRs granted on 2/13/18 with a measurement period ending on 12/31/20.

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

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).


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.