

OMB APPROVAL	
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**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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>Warden Kathy J</u> _____ (Last) (First) (Middle) <u>2980 FAIRVIEW PARK DRIVE</u> _____ (Street) <u>FALLS CHURCH VA 22042</u> _____ (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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chairman, CEO and President</u>		
			3. Date of Earliest Transaction (Month/Day/Year) <u>02/16/2021</u>					
			4. If Amendment, Date of Original Filed (Month/Day/Year) <u>02/18/2021</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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. 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

**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 Performance Stock Rights	(1)	02/16/2021		A		33,653 <sup>(2)</sup>		(1)	(1)	Common Stock	33,653	\$0.0000	117,222	D	

**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 valuation of performance measurement period ("measurement period").

2. The RPSRs acquired include (i) 497.2 vested RPSRs with respect to the measurement period ended 12/31/20 acquired due to settlement of the RPSRs granted under the 2011 Long-Term Incentive Stock Plan ("LTISP") on 2/13/18 that resulted in settlement at 105% of the target award; (ii) 650.8 vested RPSRs with respect to the measurement period ended 12/31/20 acquired due to settlement of the RPSRs granted under the LTISP on 9/19/18 that resulted in settlement at 105% of the target award; and (iii) 32,505 unvested RPSRs granted under the LTISP on 2/16/21 with a measurement period ending on 12/31/23. A total of 24,108 shares were issued in settlement of the 2018 RPSRs with a measurement period that ended 12/31/20, and the target award amount of a total of 22,960 RPSRs was previously reported in connection with the grants of the 2018 RPSRs.

**Remarks:**

Due to technical issues, a footnote was omitted from the reporting person's Form 4 filed on February 18, 2021. The row reported in Table II of this amended Form 4 is provided for purposes of adding the omitted footnote. This amended Form 4 does not reflect the grant of any additional RPSRs. None of the information previously reported in the tables on February 18, 2021 has changed.

/s/ Jennifer C. McGarey, 02/26/2021  
Attorney-in-Fact

\*\* 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.

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.