

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0104
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1. Name and Address of Reporting Person* <u>ROEDER ROSHAN S</u>  (Last) (First) (Middle) <u>2980 FAIRVIEW PARK DRIVE</u>  (Street) <u>FALLS CHURCH VA 22042</u>  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>10/17/2022</u>	3. Issuer Name and Ticker or Trading Symbol <u>NORTHROP GRUMMAN CORP /DE/ [ NOC ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ <u>CVP &amp; Pres. Defense Systems</u>	5. If Amendment, Date of Original Filed (Month/Day/Year)  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 Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	1,287.71	D	
Common Stock	94.5747	I	Held in Northrop Grumman Savings Plan <sup>(1)</sup>
Common Stock	0.6859	I	By Spouse <sup>(2)</sup>

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
Restricted Stock Rights	(3)	(3)	Common Stock	832 <sup>(4)</sup>	(3)	D
Restricted Performance Stock Rights	(5)	(5)	Common Stock	1,857 <sup>(6)</sup>	(5)	D

**Explanation of Responses:**

- Held in the Northrop Grumman Savings Plan (the "Plan"), a qualified defined contributions plan, as of 10/17/22. Share totals with respect to the Plan are based upon unit accounting and therefore may reflect a change in units attributable to an individual though no acquisition or disposition occurred.
- Held by reporting person's spouse in the Plan, as of 10/17/22.
- Each Restricted Stock Right ("RSR") represents a contingent right to receive an equivalent number of shares in Issuer common stock, or, at the election of the Issuer's Compensation Committee, cash or a combination of cash and Issuer common stock.
- Total amount includes (i) 205 unvested RSRs granted under the 2011 Long-Term Incentive Stock Plan ("LTISP") on 2/12/20 that will vest on 2/13/23; 335 RSRs granted under the LTISP on 2/16/21 that will vest on 2/16/24; and 292 RSRs granted under the LTISP on 2/15/22 that will vest on 2/18/25. Grants awarded pursuant to Rule 16b-3(d).
- 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. Grants awarded pursuant to Rule 16b-3(d).
- Total amount includes (i) 479 unvested RPSRs granted under the LTISP on 2/12/20 with a measurement period ending on 12/31/22; (ii) 738 unvested RPSRs granted under the LTISP on 2/16/21 with a measurement period ending on 12/31/23; and (iii) 640 unvested RPSRs granted under the LTISP on 2/15/22 with a measurement period ending on 12/31/24. Grants awarded pursuant to Rule 16b-3(d).

**Remarks:**

/s/ Jennifer C. McGarey Attorney-in-Fact 10/19/2022

\*\* 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 5 (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.

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned hereby constitutes and appoints each of Sheila C. Cheston and Jennifer C. McGarey, si

(1) execute for and on behalf of the undersigned, in the undersigned's capacity as officer of Northrop Grumman Corporation (the "Company"),

(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any su

(3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing what

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 26th day of September, 2022.

\_\_\_\_\_/s/ Roshan S. Roeder\_\_\_\_\_  
Roshan S. Roeder