**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**
   - Pamiljans Janis G
   - 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)**
   - 02/20/2020

4. **Individual or Joint/Group Filing (Check Applicable Line)**
   - Form filed by One Reporting Person

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

<table>
<thead>
<tr>
<th>Title of Security</th>
<th>Transaction Date</th>
<th>Deemed Execution Date</th>
<th>Securities Acquired (A) or Disposed Of (D)</th>
<th>Amount of Securities Beneficially Owned Following Reported Transaction(s)</th>
<th>Ownership Form</th>
<th>Nature of Indirect Beneficial Ownership</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>02/20/2020</td>
<td>8</td>
<td>D</td>
<td>175(1) 473.28</td>
<td>I</td>
<td>Held in Northrop Grumman Savings &amp; Investment Plan(2)</td>
</tr>
</tbody>
</table>

### 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</th>
<th>Conversion or Exercise Price of Derivative Security</th>
<th>Transaction Date</th>
<th>Deemed Execution Date</th>
<th>Number of Derivative Securities Acquired (A) or Disposed Of (D)</th>
<th>Date Exercisable and Expiration Date</th>
<th>Title and Amount of Securities Underlying Derivative Security</th>
<th>Price of Derivative Security</th>
<th>Ownership Form</th>
<th>Nature of Indirect Beneficial Ownership</th>
</tr>
</thead>
</table>

**Explanation of Responses:**

1. The sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.
2. Held in the Northrop Grumman Savings and Investment Plan (the "Plan"), a qualified profit sharing plan, as of February 20, 2020. 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.

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

02/21/2020

**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).


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.