1. Name and Address of Reporting Person

Brown Marianne Catherine

(Street) 2980 FAIRVIEW PARK DRIVE

(City) FALLS CHURCH

(State) VA

(Zip) 22042

2. Issuer Name and Ticker or Trading Symbol

NORTHROP GRUMMAN CORP /DE/ [ NOC ]

5. Relationship of Reporting Person(s) to Issuer

X Director

10% Owner

Officer (give title below)

Other (specify below)

3. Date of Earliest Transaction (Month/Day/Year)

05/20/2020

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>1. Title of Security (Instr. 3)</th>
<th>2. Transaction Date (Month/Day/Year)</th>
<th>3A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>3. Transaction Code (Instr. 8)</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>05/20/2020</td>
<td></td>
<td></td>
<td>A</td>
<td>499</td>
<td></td>
<td>D</td>
</tr>
</tbody>
</table>

A(1) $320.4 5,993(2)

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

<table>
<thead>
<tr>
<th>1. Title of Derivative Security (Instr. 3)</th>
<th>2. Conversion or Exercise Price of Derivative Security</th>
<th>3. Transaction Date (Month/Day/Year)</th>
<th>3A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>4. Transaction Code (Instr. 8)</th>
<th>5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)</th>
<th>6. Date Exercisable and Expiration Date (Month/Day/Year)</th>
<th>7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)</th>
<th>8. Price of Derivative Security (Instr. 5)</th>
<th>9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)</th>
<th>10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>11. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
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</tbody>
</table>

Code V (A) (D) Date Exercisable Expiration Date Amount or Number of Shares

Explanation of Responses:
1. Represents shares of common stock deferred into a stock unit account pursuant to the Northrop Grumman 2011 Long-Term Incentive Stock Plan (the "Plan") in a transaction exempt pursuant to Rule 16b-3.
2. Represents shares of common stock, including dividends, held in a stock unit account pursuant to the Plan. Dividends earned on shares held in the stock unit account were exempt from Section 16 and not reportable under Rule 16a-11.

/s/ Jennifer C. McGarey, Attorney-in-Fact 05/22/2020

** 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.