

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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*<br><u>Bedingfield Kenneth L</u><br><br>(Last) (First) (Middle)<br>2980 FAIRVIEW PARK DRIVE<br><br>(Street)<br>FALLS CHURCH VA 22042<br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>NORTHROP GRUMMAN CORP /DE/ [ NOC ]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><br>Corp VP, CFO |
|  | 3. Date of Earliest Transaction (Month/Day/Year)<br>02/13/2018                           |   |
|  | 4. If Amendment, Date of Original Filed (Month/Day/Year)<br>02/15/2018                   |   |

**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    |   |  |   |
| Common Stock                    | 02/13/2018                           |  | M                              |   | 17,755.5 <sup>(1)</sup>   | A          | \$0.0000 | 39,986.57   | D  |   |
| Common Stock                    | 02/13/2018                           |  | F                              |   | 8,532 <sup>(2)</sup>  | D          | \$0.0000 | 31,454.57   | D  |   |

**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        | (3)  | 02/13/2018                           |  | M                              |   |  | 17,755.5 <sup>(1)</sup> | (3)  | (3)             | Common Stock  | 17,755.5                                   | \$0.0000   | 27,770 <sup>(4)</sup>                                     | D  |       |

**Explanation of Responses:**

- Shares expected to be issued in settlement of Restricted Performance Stock Rights ("RPSRs") granted under the 2011 Long-Term Incentive Stock Plan ("LTISP") on 2/18/15 with a valuation of performance measurement period ("measurement period") that ended 12/31/17. RPSRs to be settled at 150% of target. The shares are anticipated to be distributed into the participant's account on February 26, 2018.
- Shares surrendered to issuer in payment of tax liability in connection with settlement of RPSRs in accordance with Rule 16b-3(e). Amendment filed to correct the number of shares surrendered.
- 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 application performance metric is satisfied for the relevant measurement period. Grants awarded pursuant to Rule 16b-3(d).
- Total amount includes 6,961 RPSRs granted on 2/13/18 with a measurement period ending on 12/31/20; 9,914 RPSRs granted on 2/17/17 with a measurement period ending on 12/31/19; and 10,895 RPSRs granted on 2/17/16 with a measurement period ending on 12/31/18.

/s/ Jennifer C. McGarey, 02/15/2018  
Attorney-in-Fact Date

\*\* 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.

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