**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

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1. **Name and Address of Reporting Person**
   CHESTON SHEILA C.

   (Last) (First) (Middle)
   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. **If Amendment, Date of Original Filed (Month/Day/Year)**

5. **Relationship of Reporting Person(s) to Issuer**

   - Director
   - 10% Owner
   - Officer (give title below)
   - Corp. VP & General Counsel

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

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### 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>2A. 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>02/20/2020</td>
<td></td>
<td>S</td>
<td>824(D)</td>
<td>31,346.31</td>
<td>D</td>
<td></td>
</tr>
</tbody>
</table>

#### Common Stock

**Explanation of Responses:**

1. The sale reported in this Form 4 was effectuated pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.

   /s/ Jennifer C. McGarey
   Attorney-in-Fact
   02/21/2020

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.