

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>Perry David T</u> _____ (Last) (First) (Middle) 2980 FAIRVIEW PARK DRIVE _____ (Street) FALLS VA 22042 CHURCH _____ (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>NORTHROP GRUMMAN CORP /DE/ [ NOC ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) Other (specify below) <u>CVP Chief Global Bus Dev Off</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/18/2018</u>	
		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**

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	02/18/2018 <sup>(1)</sup>		M		3,256 <sup>(2)</sup>	A	\$0.0000	29,653.06	D	
Common Stock	02/18/2018 <sup>(1)</sup>		F		1,469 <sup>(3)</sup>	D	\$350.36	28,184.06	D	
Common Stock								511.0697	I	Held in Northrop Grumman Financial Security and Savings Program <sup>(4)</sup>
Common Stock								44.3938	I	Held in Northrop Grumman Savings & Investment Plan <sup>(5)</sup>

**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	Amount or Number of Shares				
Restricted Stock Rights	<sup>(6)</sup>	02/18/2018		M			3,256 <sup>(2)</sup>	<sup>(6)</sup>	<sup>(2)</sup>	Common Stock	3,256	\$0.0000	6,806 <sup>(7)</sup>	D	

**Explanation of Responses:**

- In light of the vesting date, Sunday, February 18, 2018, and in accordance with the terms of the 2011 Long-Term Incentive Stock Plan ("LTISP"), award shares were valued based on the Company's closing stock price on February 20, 2018, the following business day. The shares will be distributed into the participant's account on February 23, 2018.
- Shares issued upon vesting of Restricted Stock Rights ("RSRs") granted under the LTISP on 2/18/15 that vested on 2/18/18.
- Shares surrendered to issuer in payment of tax liability in connection with vesting of RSRs in accordance with Rule 16b-3(e).
- Held in the Northrop Grumman Financial Security and Savings Program (the "FSSP Plan"), a qualified profit sharing plan, as of February 16, 2018. Share totals with respect to the Plan are based upon unit accounting and therefore may reflect a decrease in units attributable to an individual though no disposition occurred.
- Held in the Northrop Grumman Savings and Investment Plan (the "Plan"), a qualified profit sharing plan, as of February 16, 2018. Share totals with respect to the Plan are based upon unit accounting and therefore may reflect a decrease in units attributable to an individual though no disposition occurred.
- Each Restricted Stock Right ("RSR") represents a contingent right to receive an equivalent number of shares of 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 1,626 RSRs granted under the LTISP on 2/13/18 that will vest on 2/13/21; 2,296 RSRs granted under the LTISP on 2/17/17 that will vest on 2/17/20; and 2,884 RSRs granted under the LTISP on 2/17/16 that will vest on 2/17/19.

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

02/22/2018

\*\* 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.

**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.**