

**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

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person* <u>Davies Benjamin R.</u>  (Last) (First) (Middle) 2980 FAIRVIEW PARK DRIVE  (Street) FALLS CHURCH VA 22042  (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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>CVP &amp; Pres. Defense Systems</u>
	3. Date of Earliest Transaction (Month/Day/Year) 02/11/2026	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/11/2026		M		3,158.32	A	\$0	3,403.04	D	
Common Stock	02/11/2026		F		1,214	D	\$678.83	2,189.04	D	
Common Stock								0.0015	I	Held in Northrop Grumman Savings Plan <sup>(1)</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
Restricted Performance Stock Rights	(2)	02/11/2026		A		4,710.32 <sup>(3)</sup>		(2)	(2)	Common Stock	4,710.32	\$0	15,950.32 <sup>(4)</sup>	D	
Restricted Stock Rights	(5)	02/11/2026		A		1,701		(5)	(6)	Common Stock	1,701	\$0	6,718 <sup>(7)</sup>	D	
Restricted Performance Stock Rights	(2)	02/11/2026		M			3,158.32	(2)	(2)	Common Stock	3,158.32	\$0	12,792 <sup>(8)</sup>	D	

**Explanation of Responses:**

- Held in the Northrop Grumman Savings Plan (the "Plan"), a qualified defined contribution plan, as of February 11, 2026. 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.
- Each Restricted Performance Stock Right ("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 applicable performance metric is satisfied for the relevant measurement period. Grants awarded pursuant to Rule 16b-3(d).
- The RPSRs acquired include (i) 306.72 vested RPSRs with respect to the measurement period ended 12/31/25 acquired due to settlement of the RPSRs granted under the 2011 Long-Term Incentive Stock Plan ("2011 LTISP") on 2/16/23 that resulted in settlement at 148% of the target award; (ii) 717.60 vested RPSRs with respect to the measurement period ended 12/31/25 acquired due to settlement of the RPSRs granted under the 2011 LTISP on 11/1/23 that resulted in settlement at 148% of the target award; and (iii) 3,686 unvested RPSRs granted under the 2024 Long-Term Incentive Stock Plan (the "2024 LTISP") on 2/11/26 with a measurement period ending on 12/31/28. A total of 3,158.32 shares were issued in settlement of the 2023 RPSRs with a measurement period that ended 12/31/25, and the target award amount of 2,134 RPSRs was previously reported in connection with the grant of the 2023 RPSRs.
- Total amount includes (i) 3,158.32 vested RPSRs granted under the 2011 LTISP on 2/16/23 and on 11/1/23 with a measurement period ended on 12/31/25; (ii) 2,352 RPSRs granted under the 2011 LTISP on 2/14/24 with a measurement period ending on 12/31/26; (iii) 1,399 RPSRs granted under the 2011 LTISP on 7/31/24 with a measurement period ending on 12/31/26; (iv) 5,355 RPSRs granted under the 2024 LTISP on 2/18/25 with a measurement period ending on 12/31/27; and (v) 3,686 RPSRs granted under the 2024 LTISP on 2/11/26 with a measurement period ending on 12/31/28.
- Each Restricted Stock Right ("RSR") represents a contingent right to receive an equivalent number of shares in Issuer common stock, or, at the election of the Issuer's Compensation Committee, cash or a combination of cash and Issuer common stock.
- The RSRs were granted under the 2024 LTISP on 2/11/26 and will vest on 2/12/29.
- Total amount includes (i) 274 RSRs granted under the 2011 LTISP on 2/16/23 that will vest on 2/17/26; (ii) 641 RSRs granted under the 2011 LTISP on 11/1/23 that will vest on 11/2/26; (iii) 1,008 RSRs granted under the 2011 LTISP on 2/14/24 that will vest on 2/16/27; (iv) 638 RSRs granted under the 2011 LTISP on 7/31/24 that will vest on 8/2/27; (v) 2,456 RSRs granted under the 2024 LTISP on 2/18/25 that will vest on 2/18/28; and (vi) 1,701 RSRs granted under 2024 LTISP on 2/11/26 that will vest on 2/12/29.
- Total amount includes (i) 2,352 RPSRs granted under the 2011 LTISP on 2/14/24 with a measurement period ending on 12/31/26; (ii) 1,399 RPSRs granted under the 2011 LTISP on 7/31/24 with a measurement period ending on 12/31/26; (iii) 5,355 RPSRs granted under the 2024 LTISP on 2/18/25 with a measurement period ending 12/31/27; (iv) and 3,686 RPSRs granted under the 2024 LTISP on 2/11/26 with a measurement period ending 12/31/28.

**Remarks:**

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

02/13/2026

\*\* 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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