

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

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).

1. Name and Address of Reporting Person* <u>Perry David T</u> _____ (Last) (First) (Middle) <u>2980 FAIRVIEW PARK DRIVE</u> _____ (Street) <u>FALLS VA 22042</u> _____ (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 Chief Global Bus Off</u>		
			3. Date of Earliest Transaction (Month/Day/Year) <u>02/16/2021</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
			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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/16/2021		M		3,759	A	\$0.0000	13,266.6	D	
Common Stock	02/16/2021		M		1,626	A	\$0.0000	14,892.6	D	
Common Stock	02/16/2021		F		738	D	\$0.0000	14,154.6	D	
Common Stock	02/16/2021		F		1,189	D	\$0.0000	12,965.6	D	
Common Stock								537.1178	I	Held in Northrop Grumman Financial Security and Savings Program ⁽¹⁾
Common Stock								46.6108	I	Held in Northrop Grumman Savings & Investment Plan ⁽²⁾

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 Performance Stock Rights	(3)	02/16/2021		A		4,513		(3)	(3)	Common Stock	4,513	\$0.0000	16,346	D	
Restricted Performance Stock Rights	(3)	02/16/2021		M			3,759	(3)	(3)	Common Stock	3,759	\$0.0000	12,587	D	
Restricted Stock Rights	(4)	02/16/2021		A		1,970		(4)	(4)	Common Stock	1,970	\$0.0000	7,093	D	
Restricted Stock Rights	(5)	02/16/2021		M			1,626	(5)	(6)	Common Stock	1,626	\$0.0000	5,467	D	

Explanation of Responses:

- Held in the Northrop Grumman Financial Security and Savings Program (the "FSSP Plan"), a qualified profit sharing plan, as of February 16, 2021. Share totals with respect to the FSSP Plan are based upon unit accounting and therefore may reflect a change in units attributable to an individual though no acquisition or disposition occurred.
- Held in the Northrop Grumman Savings Plan (the "Plan"), a qualified defined contribution plan, as of February 16, 2021. 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 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).
- 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. The RSRs were granted under the LTISP on 2/16/21 and will vest on 2/16/24.
- 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.
- Shares issued upon vesting of Restricted Stock Rights ("RSRs") granted under the LTISP on 2/13/18 that vested on 2/16/21.

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

02/18/2021

** 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.