1. Name and Address of Reporting Person*  
   WELSH MARK A III  
   *(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)  
   05/20/2020  

4. If Amendment, Date of Original Filed (Month/Day/Year)  

5. Relationship of Reporting Person(s) to Issuer  
   (Check all applicable)  
   X Director  10% Owner  
   Officer (give title below)  Other (specify below)  

6. Individual or Joint/Group Filing (Check Applicable Line)  
   X 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

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### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)

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**Explanation of Responses:**

1. Represents shares of common stock deferred into a stock unit account pursuant to the Northrop Grumman 2011 Long-Term Incentive Stock Plan (the "Plan") in a transaction exempt pursuant to Rule 16b-3.  
2. Represents shares of common stock, including dividends, held in a stock unit account pursuant to the Plan. Dividends earned on shares held in the stock unit account were exempt from Section 16 and not reportable under Rule 16a-11.

**/s/ Jennifer C. McGarey, Attorney-in-Fact 05/22/2020**

**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).


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.