## FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington,	D.C.	20549

<b>STATEMENT</b>	OF CHANGES IN	N BENEFICIAL	OWNERSHIP

l	OMB APPRO	)VAL
	OMB Number:	3235-0287
l	Estimated average burd	en
	hours per response:	0.5

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

1. Name and Address of Reporting Person*  Jones Christopher T					NC	2. Issuer Name and Ticker or Trading Symbol NORTHROP GRUMMAN CORP /DE/ NOC ]							(Check all applicable)  Director  Officer (give to					Owner (specify	
(Last) 2980 FA	(Fi IRVIEW PA	rst) ( ARK DRIVE	Middle)			3. Date of Earliest Transaction (Month/Day/Year) 09/01/2016							below) below)  Corp VP & Pres Tech Svcs					,	
(Street) FALLS CHURCI			22042 Zip)		4. If	4. If Amendment, Date of Original Filed (Month/Day/Year)								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																		
Date			2. Transac Date (Month/Da		Execution Date		Date,	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) of Disposed Of (D) (Instr. 3, 4 a 5)			5. Amount of Securities Beneficially Owned Following Reported		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)		
									Code	v	Amount	(A) o	r Price	,	Transac (Instr. 3	tion(s)			(111511. 4)
Common	Common Stock 09/01/2			2016	016			S		240(1)	D	\$21	2.2	47,779.809			D		
Common Stock														1,638.5868			I	Held in Northrop Grumman Savings & Investment Plan <sup>(2)</sup>	
		Та	ble II -								osed of, convertib				Owned				
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	Date Execution Month/Day/Year) if any						6. Date Exercisa Expiration Date (Month/Day/Yea		ite	7. Title and Amount of Securities Underlying Derivative Security (Instr. and 4)		De Se (Ir	Derivative Security Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (Instr. 4)	ly	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)
			Code	v	(A)	(D)	Date Exercis	sable	Expiration Date	Title	or Number of Shares	r							

## **Explanation of Responses:**

- 1. The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.
- 2. Held in the Northrop Grumman Savings and Investment Plan (the "Plan"), a qualified profit sharing plan, as of August 31, 2016. 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.

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

09/02/2016

\*\* 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.