

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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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* <u>Warden Kathy J</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 Officer (give title below) Other (specify below) Corp VP & Pres Mission Syst
	3. Date of Earliest Transaction (Month/Day/Year) 02/17/2017	
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	02/17/2017		M		26,830.92 ⁽¹⁾	A	\$0.0000	91,873.35	D	
Common Stock	02/17/2017		F		12,197 ⁽²⁾	D	\$243.58	79,676.35	D	
Common Stock	02/19/2017 ⁽³⁾		M		7,560 ⁽⁴⁾	A	\$0.0000	87,236.35	D	
Common Stock	02/19/2017 ⁽³⁾		F		3,607 ⁽⁵⁾	D	\$243.58	83,629.35	D	

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 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	(6)	02/17/2017		A		19,377.92 ⁽⁷⁾		(6)	(6)	Common Stock	19,377.92	\$0.0000	62,842.92 ⁽⁸⁾	D	
Restricted Performance Stock Rights	(6)	02/17/2017		M			26,830.92 ⁽¹⁾	(6)	(6)	Common Stock	26,830.92	\$0.0000	36,012 ⁽⁹⁾	D	
Restricted Stock Rights	(10)	02/17/2017		A		4,465		(10)	(10)	Common Stock	4,465	\$0.0000	23,746 ⁽¹¹⁾	D	
Restricted Stock Rights	(12)	02/19/2017 ⁽³⁾		M			7,560	(12)	(12)	Common Stock	7,560 ⁽⁴⁾	\$0.0000	16,186 ⁽¹³⁾	D	

Explanation of Responses:

- Shares issued in settlement of Restricted Performance Stock Rights ("RPSRs") granted under the 2011 Long-Term Incentive Stock Plan ("LTISP") on 2/19/14 with a valuation of performance measurement period ("measurement period") ended 12/31/16. The RPSRs were settled at 148% of target.
- Shares surrendered to issuer in payment of tax liability in connection with settlement of RPSRs in accordance with Rule 16b-3(e)
- In light of the vesting date, Sunday, February 19, 2017, and in accordance with the terms of the 2011 LTISP, award shares were valued based on the Company's closing stock price on February 17, 2017, the immediately preceding business day. The shares were distributed into the participant's account on February 22, 2017.
- Shares issued upon vesting of Restricted Stock Rights ("RSRs") granted under the LTISP on 2/19/14 that vested on 2/19/17.
- Shares surrendered to issuer in payment of tax liability in connection with vesting of RSRs in accordance with Rule 16b-3(e).
- 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 application performance metric is satisfied for the relevant measurement period. Grants awarded pursuant to Rule 16b-3(d).
- The RPSRs acquired include (i) 8,701.92 vested RPSRs with respect to the measurement period ended 12/31/16 acquired due to settlement of the 2014 RPSRs held at 148% of the target award and (ii) 10,676 unvested RPSRs granted under the LTISP on 2/17/17 with a measurement period ending on 12/31/19.
- Total amount includes 26,830.92 vested RPSRs granted under the LTISP on 2/19/14 with a measurement period ended on 12/31/16; 10,676 RPSRs granted on 2/17/17 with a measurement period ending on 12/31/19; 12,710 RPSRs granted on 2/17/16 with a measurement period ending on 12/31/18; and 12,626 RPSRs granted on 2/18/15 with a measurement period ending on 12/31/17.
- Total amount includes 10,676 RPSRs granted on 2/17/17 with a measurement period ending on 12/31/19; 12,710 RPSRs granted on 2/17/16 with a measurement period ending on 12/31/18; and 12,626 RPSRs granted on 2/18/15 with a measurement period ending on 12/31/17.
- Each 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 2/17/17 and will vest on 2/17/20.
- Total amount includes 4,465 RSRs granted under the LTISP on 2/17/17 that will vest on 2/17/20; 5,767 RSRs granted under the LTISP on 2/17/16 that will vest on 2/17/19; 5,954 RSRs granted under the LTISP on 2/18/15 that will vest on 2/18/18; and 7,560 RSRs granted under the LTISP on 2/19/14 that vested on 2/19/17.
- Each 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 4,465 RSRs granted under the LTISP on 2/17/17 that will vest on 2/17/20; 5,767 RSRs granted under the LTISP on 2/17/16 that will vest on 2/17/19; and 5,954 RSRs granted under the LTISP on 2/18/15 that will vest on 2/18/18.

/s/ Jennifer C. McGarey, Attorney-
in-Fact 02/22/2017

** 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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