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

1. Name and Address of Reporting Person
   Ryan Lucy C
   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)
   02/12/2020

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

5. Relationship of Reporting Person(s) to Issuer
   Director
   10% Owner
   Corp VP, Communications

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

1. Title of Security (Instr. 3)

2. Transaction Date (Month/Day/Year)

3A. Deemed Execution Date, if any (Month/Day/Year)

4. Transaction Code (Instr. 4)

5. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)

6. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)

7. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)

8. Nature of Indirect Beneficial Ownership (Instr. 4)

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)

4. Transaction Code (Instr. 5)

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 Underlying Security (Instr. 5)

9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)

10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)

11. Nature of Indirect Beneficial Ownership (Instr. 4)

Explanation of Responses:

1. 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).

2. These unvested RPSRs were granted under the 2011 Long-Term Incentive Stock Plan (“LTISP”) on 2/12/20 with a measurement period ending on 12/31/22.

3. Total amount includes 1,202 RPSRs granted on 2/12/20 with a measurement period ending on 12/31/22; 1,550 RPSRs granted on 2/13/19 with a measurement period ending on 12/31/21; and 792 RPSRs granted under the LTISP on 10/30/18 that will vest on 3/1/20.

4. 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 2/12/20 and will vest on 2/12/23.

5. Total amount includes 509 RSRs granted under the LTISP on 2/12/20 that will vest on 2/13/23; 657 RSRs granted under the LTISP on 2/13/19 that will vest on 2/13/21; 303 RSRs granted under the LTISP on 10/30/18 that will vest on 10/30/21, and 792 RSRs granted under the LTISP on 10/30/18 that will vest on 3/1/20.

/s/ Jennifer C. McGarey
Attorney-in-Fact
02/14/2020

** Signature of Reporting Person

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.