1. Name and Address of Reporting Person
   Larson Blake E
   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)
   12/31/2019

4. If Amendment, Date of Original Filed (Month/Day/Year)
   12/31/2019

5. Relationship of Reporting Person(s) to Issuer
   (Check all applicable)
   Director
   10% Owner
   Officer (give title below) CVP & Pres, NG Space Systems
   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

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

<table>
<thead>
<tr>
<th>Title of Security (Instr. 3)</th>
<th>2. Transaction Date (Month/Day/Year)</th>
<th>3. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>4. Securities Acquired (A) or Disposed Of (D) (Instr. 5 and 6)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>7. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>12/31/2019</td>
<td></td>
<td>M 5,505(1) A $0.0000 9,101 D</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Common Stock</td>
<td>12/31/2019</td>
<td></td>
<td>F 2,112(2) D $343.97 6,989 D</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

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

<table>
<thead>
<tr>
<th>Title of Derivative Security (Instr. 3)</th>
<th>2. Conversion or Exercise Price of Derivative Security</th>
<th>3. Transaction Date (Month/Day/Year)</th>
<th>4. Transaction Code (Instr. 8)</th>
<th>5. Number of Derivative Securities Acquired (A) or Disposed Of (D) (Instr. 3 and 4)</th>
<th>6. Date Exercisable and Expiration Date (Month/Day/Year)</th>
<th>7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Restricted Stock Rights</td>
<td>(3)</td>
<td>12/31/2019</td>
<td>M</td>
<td>5,505(1)</td>
<td>(3) (1) Common Stock 5,505 $0.0000 6,114(4) D</td>
<td></td>
</tr>
</tbody>
</table>

Explanation of Responses:
1. Shares issued upon vesting of Restricted Stock Rights ("RSRs") granted under the 2011 Long-Term Incentive Stock Plan ("LTISP") on 6/13/18 that vested on 12/31/19.
2. Shares surrendered to issuer in payment of tax liability in connection with vesting of RSRs in accordance with Rule 16b-3(e).
3. 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.
4. Total amount includes 2,831 RSRs granted under the LTISP on 6/13/18 that will vest on 6/13/21; and 3,283 RSRs granted under the LTISP on 2/13/19 that will vest on 2/13/22.

/s/ Jennifer C. McGarry, Attorney-in-Fact 01/03/2020
** 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.