

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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

1. Name and Address of Reporting Person* <b>BUSH WESLEY G</b>  (Last) (First) (Middle) <b>2980 FAIRVIEW PARK DRIVE</b>  (Street) <b>FALLS CHURCH VA 22042</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>NORTHROP GRUMMAN CORP /DE/ [ NOC ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>Chairman</b>
	3. Date of Earliest Transaction (Month/Day/Year) <b>05/23/2019</b>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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)	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	05/23/2019		J <sup>(1)</sup>		97,449	A	\$0.0000	97,449	D	
Common Stock	05/23/2019		J <sup>(1)</sup>		1,772	A	\$0.0000	99,221	D	
Common Stock	05/23/2019		J <sup>(1)</sup>		779	A	\$0.0000	100,000	D	
Common Stock	05/23/2019		J <sup>(1)</sup>		779	D	\$0.0000	19,256.65	I	Held in Bush Trust No. 4
Common Stock	05/23/2019		J <sup>(1)</sup>		1,772	D	\$0.0000	17,317.25	I	Held in Wesley G. Bush Rev. Trust
Common Stock	05/23/2019		J <sup>(1)</sup>		97,449	D	\$0.0000	109,712	I	Held in WG&NF Bush Family Trust
Common Stock								5,659.805	I	Held in Northrop Grumman Savings & Investment Plan <sup>(2)</sup>

**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 Securities 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					

**Explanation of Responses:**

- Transfer of shares from trust.
- Held in the Northrop Grumman Savings and Investment Plan (the "Plan"), a qualified profit sharing plan, as of May 23, 2019. Share totals with respect to the Plan are based upon unit accounting and therefore may reflect a change in units attributable to an individual though no acquisition or disposition occurred.

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

05/28/2019

\*\* 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.**