Instruction 1(b).

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington,	D.C.	20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSH	ΙP
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OMB APPROVAL							
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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*  KRAPEK KARL J				2. Issuer Name and Ticker or Trading Symbol NORTHROP GRUMMAN CORP /DE/ NOC ]									ationship of Reportir all applicable) Director		10% O		wner		
(Last) 2980 FA	(Fir IRVIEW PA	st) (MARK DRIVE	Middle)			3. Date of Earliest Transaction (Month/Day/Year) 03/31/2023								Officer (give title below)			Other (s below)	specify	
(Street) FALLS CHURC	H VA	. 2	2042		4. If Amendment, Date of Original Filed (Month/Day/Year)								Indivine) X	Form Form	dual or Joint/Group Filing (Check Applicable Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City)	(Sta	ate) (Z	Zip)		$ _{\Box}$	Rule 10b5-1(c) Transaction Indication  Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.									nded to				
		Table	I - No	n-Deriva	tive S	Secui	rities	Acc	quired	, Dis	posed of	, or E	enefic	ially	Own	ed			
1. Title of Security (Instr. 3)  2. Transacti Date (Month/Day				Execution		ution D	ate,	3. Transaction Code (Instr. 8)					nd	5. Amount of Securities Beneficially Owned Following		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership	
								Code	v	Amount	(A) or (D) Price			Reported Transaction(s) (Instr. 3 and 4)				(Instr. 4)	
Common Stock 0:			03/31/2	2023			<b>A</b> <sup>(1)</sup>		76(1)	A \$461.72		.72	72 23,942 <sup>(2)</sup>			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)	Derivative Conversion Date Execution Date, Security or Exercise (Month/Day/Year) if any			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 (Inst 3 and 4)		Der	Price of rivative curity str. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (Instr. 4)	Ownersh Form: Direct (D) or Indirect (I) (Instr.	Ownership	Beneficial Ownership t (Instr. 4)				
					Code	v	(A)	(D)	Date Exercis	sable	Expiration Date	Title	Number of Shares						

## Explanation of Responses:

- 1. Represents shares of common stock deferred into a stock unit account pursuant to the Northrop Grumman 2011 Long-Term Incentive Stock Plan (the "Plan") in a transaction exempt pursuant to Rule 16b.3
- 2. Amount includes (i) 2,367 shares of common stock; and (ii) 21,575 shares of common stock, including dividends, held in a stock unit account pursuant to the Northrop Grumman 2011 Long-Term Incentive Stock Plan. Dividends earned on shares held in the stock unit account were exempt from Section 16 and not reportable under Rule 16a-11.

## Remarks:

/s/ Jennifer C. McGarey, Attorney-in-Fact 04/04/2023

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- $^{\star}$  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.