FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL										
OMB Number:	3235-0287									
Estimated average burden										
hours ner resnons	e· 0.5									

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

Common Stock   Comm	Name and Address of Reporting Person*     Turley James S					NO	2. Issuer Name <b>and</b> Ticker or Trading Symbol NORTHROP GRUMMAN CORP /DE/ NOC ]								5. Relationship of Repor (Check all applicable) X Director			10% Owne		wner
City   (State   VA   22042   Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																				specity
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  1. Title of Security (Instr. 3)  2. Transaction Date (Month/Day/Year)  Date (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date (Execution Date, (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date (Execution Date, (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  A S20.4 3,948(2)  D  Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5)  A \$20.4 3,948(2)  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)  Conversion Date (E.g., puts, calls, warrants, options, convertible securities)  1. Title of Derivative Security (Instr. 3)  Conversion Date (Instr. 4)  Conver	FALLS	H VA	. 2	22042		4. If <i>F</i>	4. If Amendment, Date of Original Filed (Month/Day/Year)								Line)  X Form filed by One Reporting Person Form filed by More than One Reporting					
1. Title of Security (Instr. 3)  2. Transaction Date (Month/Day/Year)  1. Title of Security (Instr. 3)  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Execution Date, if any (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)  4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)  4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)  5. Amount of Securities Deneficially Owned (Instr. 3)  6. Ownership Form: Direct (D) or Indirect (D) or Indirec	(City)	(Sta	ate) (Z	Zip)																
Date (Month/Day/Year)   Execution Date, if any (Month/Day/Year)   Code (Instr. 8)   Transaction (Month/Day/Year)   Transac			Table	l - No	n-Deriva	tive S	Secui	rities	Acq	uired	, Dis	posed of	, or E	Benefi	cially	y Own	ed			
Common Stock    Code   V   Amount   (A) or (D)   Price   Transaction(s) (Instr. 3 and 4)	Date					Execution Date, if any			Transaction Disposed Of (D) (Instr. 3			iired (A) nstr. 3, 4	4 and Securi Benefi Owned		ies cially Following	Form (D) or	: Direct r Indirect str. 4)	of Indirect Beneficial Ownership		
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 Security Security Security Security Security Security Securities Acquired (A) or Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  3. Transaction Date (Month/Day/Year) Securities Securities (Month/Day/Year) Securities Securities (Month/Day/Year) Securities Securities (Month/Day/Year) Security Secu										Code	v	Amount	Amount (A) or (D)		ce	Transaction(s)				(111511.4)
(e.g., puts, calls, warrants, options, convertible securities)  1. Title of Derivative Security (Instr. 3)  1. Title of Derivative Security (Instr. 3)  2. Conversion or Exercise Price of Derivative Security (Instr. 3)  1. Transaction Date (Month/Day/Year)  2. Conversion or Exercise Price of Derivative Securities (Month/Day/Year)  2. Conversion or Exercise (Month/Day/Year)  3. Transaction Date (Expiration Date (Month/Day/Year)  4. Transaction Code (Instr. 8)  5. Number of Executities (Month/Day/Year)  9. Number of Derivative Securities (Month/Day/Year)  9. Number of Amount of Security (Instr. 3)  10. Ownership Securities (Month/Day/Year)  11. Nature of Month/Day/Year)  12. Number of Amount of Securities (Month/Day/Year)  13. Title and Amount of Securities (Month/Day/Year)  14. Title and Amount of Securities (Month/Day/Year)  15. Number of Amount of Securities (Month/Day/Year)	Common Stock 05/20/20					2020				A <sup>(1)</sup>		499 <sup>(1)</sup> A \$		\$3	320.4	3,	3,948(2)		D	
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## **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. Total amount includes (i) 635 shares of common stock and (ii) 3,313 shares of common stock, including dividends, held in a stock unit account pursuant to the Plan. Dividends earned on shares held in the stock unit account were exempt from Section 16 and not reportable under Rule 16a-11.

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

05/22/2020

\*\* 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).
- \*\* 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.