NORTHROP GRUMMAN CORP /DE/ Form SC 13G/A February 11, 2016

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Schedule 13G

Under the Securities Exchange Act of 1934

(Amendment No.: 2)*

Name of issuer: Northrop Grumman Corp

Title of Class of Securities: Common Stock

CUSIP Number: 666807102

Date of Event Which Requires Filing of this Statement: December 31, 2015

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

(X) Rule 13d-1(b)

Edgar Filing: NORTHROP GRUMMAN CORP /DE/ - Form SC 13G/A
() Rule 13d-1(c)
() Rule 13d-1(d)
*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.
The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).
(Continued on the following page(s))

13G
CUSIP No.: 666807102
NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
The Vanguard Group - 23-1945930
2. CHECK THE APPROPRIATE [LINE] IF A MEMBER OF A GROUP
A. B. <u>X</u>
3. SEC USE ONLY
4. CITIZENSHIP OF PLACE OF ORGANIZATION
Pennsylvania
(For questions 5-8, report the number of shares beneficially owned by each reporting person with:)
5. SOLE VOTING POWER

6.28%

12. TYPE OF REPORTING PERSON

IA

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Act of 1934
Check the following [line] if a fee is being paid with this statement N/A
Item 1(a) - Name of Issuer:
Northrop Grumman Corp
Item 1(b) - Address of Issuer's Principal Executive Offices:
2980 Fairview Park Drive
Falls Church, Virginia 22042
Item 2(a) - Name of Person Filing:
The Vanguard Group - 23-1945930

<u>Item 2(b) – Address of Principal Business Office or, if none, residence:</u>

100 Vanguard Blvd.
Malvern, PA 19355
<u>Item 2(c) – Citizenship</u> :
Pennsylvania
Item 2(d) - Title of Class of Securities:
Common Stock
<u>Item 2(e) - CUSIP Number</u>
666807102
A D D APPLY
Item 3 - Type of Filing:
This statement is being filed pursuant to Rule 13d-1. An investment adviser in accordance with
\$240.13d-1(b)(1)(ii)(E).
<u>Item 4 - Ownership:</u>
(a) Amount Beneficially Owned:
11,470,650

(b) Percent of Class:

6.28%

(c) Number of shares as to which such person has:
(i) sole power to vote or direct to vote: 338,135
(ii) shared power to vote or direct to vote: 18,700
(iii) sole power to dispose of or to direct the disposition of: 11,111,624
(iv) shared power to dispose or to direct the disposition of: 359,026
Comments:
Item 5 - Ownership of Five Percent or Less of a Class:
Not Applicable
Item 6 - Ownership of More Than Five Percent on Behalf of Another Person:
Not applicable
Item 7 - Identification and Classification of the Subsidiary Which Acquired The Security Being Reported on by the Parent Holding Company:
See Attached Appendix A

<u>Item 8 - Identification and Classification of Members of Group:</u>
Not applicable
Item 9 - Notice of Dissolution of Group:
Not applicable
<u>Item 10 - Certification:</u>
By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purpose or effect.
<u>Signature</u>
After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.
Date: 02/10/16
By <u>/s/ F. William McNabb III*</u>

F. William McNabb III

President and Chief Executive Officer

Glenn Booraem, pursuant to a Power of Attorney filed September 9, 2013, see File Number 005-56905	, Incorporated
by Reference	

*By: /s/ Glenn Booraem

Vanguard Fiduciary Trust Company ("VFTC"), a wholly-owned subsidiary of The Vanguard Group, Inc., is the beneficial owner of 283,626 shares or .15% of the Common Stock outstanding of the Company as a result of its serving as investment manager of collective trust accounts.

Vanguard Investments Australia, Ltd. ("VIA"), a wholly-owned subsidiary of The Vanguard Group, Inc., is the beneficial owner of 129,909 shares or .07% of the Common Stock outstanding of the Company as a result of its serving as investment manager of Australian investment offerings.

By /s/ F. William McNabb III*

F. William McNabb III

President and Chief Executive Officer

Glenn Booraem, pursuant to a Power of Attorney filed September 9, 2013, see File Number 005-56905, Incorporated by Reference

^{*}By: /s/ Glenn Booraem