

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 | |
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|---|--|---|
| 1. Name and Address of Reporting Person* <u>COLEMAN LEWIS W</u> (Last) (First) (Middle) 1840 CENTURY PARK EAST (Street) LOS ANGELES CA 90067 (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>NORTHROP GRUMMAN CORP /DE/ [NOC]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below) |
| | 3. Date of Earliest Transaction (Month/Day/Year) 05/04/2011 | |
| | 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 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 | 05/04/2011 | | S | | 5,094 | D | \$64.82 ⁽¹⁾ | 0 | D | |
| Common Stock | 05/04/2011 | | M | | 1,641 | A | \$40.92 | 1,641 | D | |
| Common Stock | 05/04/2011 | | S | | 1,641 | D | \$64.86 ⁽²⁾ | 0 | D | |
| Common Stock | 05/04/2011 | | M | | 1,641 | A | \$56.25 | 1,641 | D | |
| Common Stock | 05/04/2011 | | S | | 1,641 | D | \$64.85 ⁽³⁾ | 0 | D | |
| Common Stock | 05/04/2011 | | M | | 1,641 | A | \$40.21 | 1,641 | D | |
| Common Stock | 05/04/2011 | | S | | 1,641 | D | \$64.83 ⁽⁴⁾ | 0 | D | |
| Common Stock | 05/04/2011 | | M | | 3,281 | A | \$45.75 | 3,281 | D | |
| Common Stock | 05/04/2011 | | S | | 3,281 | D | \$64.83 ⁽⁵⁾ | 0 | D | |
| Common Stock | 05/04/2011 | | M | | 3,281 | A | \$50.55 | 3,281 | D | |
| Common Stock | 05/04/2011 | | S | | 3,281 | D | \$64.83 ⁽⁶⁾ | 0 | D | |
| Common Stock | | | | | | | | 30,931 ⁽⁷⁾ | I | See footnote. |

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 | | | | | | Title |
| Stock Option (Right-to-Buy) | \$40.92 | 05/04/2011 | | M | | | 1,641 | 05/21/2001 ⁽⁸⁾ | 05/21/2011 | Common Stock | 1,641 | \$40.92 | 0 | D | |
| Stock Option (Right-to-Buy) | \$56.25 | 05/04/2011 | | M | | | 1,641 | 05/20/2002 ⁽⁸⁾ | 05/20/2012 | Common Stock | 1,641 | \$56.25 | 0 | D | |
| Stock Option (Right-to-Buy) | \$40.21 | 05/04/2011 | | M | | | 1,641 | 05/27/2003 ⁽⁸⁾ | 05/27/2013 | Common Stock | 1,641 | \$40.21 | 0 | D | |
| Stock Option (Right-to-Buy) | \$45.75 | 05/04/2011 | | M | | | 3,281 | 05/21/2004 ⁽⁸⁾ | 05/21/2014 | Common Stock | 3,281 | \$45.75 | 0 | 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) | 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 | Title | Amount or Number of Shares | | | | |
| Stock Option (Right-to-Buy) | \$50.55 | 05/04/2011 | | M | | | 3,281 | 05/20/2005 ⁽⁸⁾ | 05/20/2015 | Common Stock | 3,281 | \$50.55 | 0 | D | |

Explanation of Responses:

1. Represents the weighted average sale price of \$64.82 rounded to the nearest hundredths. The highest price at which the shares sold was \$64.823 and the lowest price at which the shares sold was \$64.811.
2. Represents the weighted average sale price of \$64.86 rounded to the nearest hundredths. The highest price at which the shares sold was \$64.862 and the lowest price at which the shares sold was \$64.860.
3. Represents the weighted average sale price of \$64.85 rounded to the nearest hundredths. The highest price at which the shares sold was \$64.854 and the lowest price at which the shares sold was \$64.850.
4. Represents the weighted average sale price of \$64.83 rounded to the nearest hundredths. The highest price at which the shares sold was \$64.828 and the lowest price at which the shares sold was \$64.823.
5. Represents the weighted average sale price of \$64.83 rounded to the nearest hundredths. The highest price at which the shares sold was \$64.834 and the lowest price at which the shares sold was \$64.831.
6. Represents the weighted average sale price of \$64.83 rounded to the nearest hundredths. The highest price at which the shares sold was \$64.851 and the lowest price at which the shares sold was \$64.811.
7. Represents shares of common stock held in a stock unit account pursuant to the 1993 Stock Plan for Non-Employee Directors.
8. Option was fully exercisable on grant date. There are no remaining options for this grant following this exercise.

/s/ Kathleen M. Salmas,
Attorney-in-Fact for Lewis W. Coleman 05/06/2011

** 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.

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