

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

<p>1. Name and Address of Reporting Person*</p> <p><u>FLACH GLORIA A</u></p> <p>(Last) (First) (Middle)</p> <p>2980 FAIRVIEW PARK DRIVE</p> <p>(Street)</p> <p>FALLS CHURCH VA 22042</p> <p>(City) (State) (Zip)</p>	<p>2. Issuer Name and Ticker or Trading Symbol</p> <p><u>NORTHROP GRUMMAN CORP /DE/ [NOC]</u></p> <p>3. Date of Earliest Transaction (Month/Day/Year)</p> <p>02/20/2013</p> <p>4. If Amendment, Date of Original Filed (Month/Day/Year)</p>	<p>5. Relationship of Reporting Person(s) to Issuer (Check all applicable)</p> <p>Director 10% Owner</p> <p><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)</p> <p>Corp. VP & Pres Electronic Sys</p> <p>6. Individual or Joint/Group Filing (Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p>Form filed by More than One Reporting Person</p>
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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	02/20/2013		M		22,574 ⁽¹⁾	A	\$0.0000	43,834	D	
Common Stock	02/20/2013		F		10,956 ⁽²⁾	D	\$66.04	32,878	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
Restricted Performance Stock Rights	(3)	02/20/2013		A		52,395 ⁽⁴⁾		(3)	(3)	Common Stock	52,395	\$0.0000	93,820 ⁽⁵⁾	D	
Restricted Performance Stock Rights	(3)	02/20/2013		M			22,574 ⁽¹⁾	(3)	(3)	Common Stock	22,574	\$0.0000	71,246 ⁽⁶⁾	D	
Restricted Stock Rights	(7)	02/20/2013		A		15,899		(7)	(7)	Common Stock	15,899	\$66.04	46,888 ⁽⁸⁾	D	

Explanation of Responses:

- Shares issued in settlement of Restricted Performance Stock Rights ("RPSRs") granted under the 2001 Long-Term Incentive Stock Plan (the "2001 LTISP") on 2/16/10 with a valuation of performance measurement period ("measurement period") ended 12/31/12. The RPSRs were settled at 160% of target.
- Shares surrendered to issuer in payment of tax liability in connection with settlement of RPSRs in accordance with Rule 16b-3(e).
- Each Restricted Performance Stock Right ("RPSR") represents a contingent right to receive an equivalent number of shares of Issuer common stock, or, at the Issuer's election, cash or a combination of cash and Issuer common stock. The RPSRs vest if the applicable performance metric is satisfied for the relevant measurement period. Grants awarded pursuant to Rule 16b-3(d).
- The RPSRs acquired include (i) 8,465 additional vested RPSRs with respect to the measurement period ended 12/31/12 acquired due to settlement of the 2010 RPSRs held at 160% of the target award and (ii) 43,930 unvested RPSRs granted under the 2011 Long-Term Incentive Stock Plan ("LTISP") on 2/20/13 with a measurement period ending on 12/31/15.
- Total amount includes 22,574 vested RPSRs granted under the 2001 LTISP on 2/16/10 with a measurement period ended on 12/31/12; 43,930 unvested RPSRs granted under the LTISP on 2/20/13 with a measurement period ending on 12/31/15; 19,227 unvested RPSRs granted under the LTISP on 2/15/12 with a measurement period ending on 12/31/14; and 8,089 unvested RPSRs granted under the 2001 LTISP on 2/15/11 with a measurement period ending on 12/31/13.
- Total amount includes 43,930 unvested RPSRs granted under the LTISP on 2/20/13 with a measurement period ending on 12/31/15; 19,227 unvested RPSRs granted under the LTISP on 2/15/12 with a measurement period ending on 12/31/14; and 8,089 unvested RPSRs granted under the 2001 LTISP on 2/15/11 with a measurement period ending on 12/31/13.
- Each Restricted Stock Right ("RSR") represents a contingent right to receive an equivalent number of shares of Issuer common stock, or, at the election of the Issuer's Compensation Committee, cash or a combination of cash and Issuer common stock. The RSRs were granted under the LTISP on 2/20/13 and will vest on 2/20/16.
- Total amount includes 15,899 RSRs granted under the LTISP on 2/20/13 that will vest on 2/20/16; 15,356 RSRs granted under the LTISP on 7/19/12 that will vest on 7/19/15; 7,544 RSRs granted under the LTISP on 2/15/12 that will vest on 2/15/15; and 8,089 unvested RSRs granted under the 2001 LTISP on 2/15/11 that will vest on 2/15/15.

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

02/22/2013

** 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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