

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	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>VICE THOMAS E</u> (Last) (First) (Middle) <u>2980 FAIRVIEW PARK DRIVE</u> (Street) <u>FALLS CHURCH VA 22042</u> (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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Corp VP & Pres Tech Servs</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/14/2012</u>	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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	02/14/2012		A		21,308 ⁽¹⁾	A	\$60.21	93,269.5 ⁽²⁾	D	
Common Stock	02/14/2012		F		8,692	D	\$60.21	84,577.5 ⁽³⁾	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)
						Date Exercisable	Expiration Date					

Explanation of Responses:

- Shares issued in settlement of 13,318 Restricted Performance Stock Rights ("RPSRs") granted under the 2001 Long-Term Incentive Stock Plan ("LTISP") on 2/17/09 with a valuation of performance measurement period ("measurement period") ended 12/31/11. The performance shares were settled at 160% of the target award.
- Total amount includes 41,807.5 shares of common stock; 11,286 unvested RPSRs granted under the LTISP on 2/16/10 with a measurement period ending on 12/31/12; 9,843 unvested RPSRs granted under the LTISP on 8/3/10 with a measurement period ending on 12/31/12; 10,111 unvested RPSRs granted under the LTISP on 2/15/11 with the measurement period ending on 12/31/13; 10,111 Restricted Stock Rights ("RSRs") granted under the LTISP on 2/15/11 that will vest on 2/15/15; and 10,111 RSRs granted under the LTISP on 2/15/11 that will vest on 2/15/15. Grants awarded pursuant to Rule 16b-3(d).
- Total amount includes 33,115.5 shares of common stock; 11,286 unvested RPSRs granted under the LTISP on 2/16/10 with a valuation of performance measurement period ("measurement period") ending on 12/31/12; 9,843 unvested RPSRs granted under the LTISP on 8/3/10 with a measurement period ending on 12/31/12; 10,111 unvested RPSRs granted under the LTISP on 2/15/11 with the measurement period ending on 12/31/13; 10,111 RSRs granted under the LTISP on 2/15/11 that will vest on 2/15/15; and 10,111 RSRs granted under the LTISP on 2/15/11 that will vest on 2/15/15. Grants awarded pursuant to Rule 16b-3(d).

/s/ Jennifer C. McGarey,
Attorney-in-fact for Thomas E. 02/16/2012
Vice

** 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.

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.