

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

**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

1. Name and Address of Reporting Person* <b>PALMER JAMES F</b>  (Last) (First) (Middle) <b>2980 FAIRVIEW PARK DRIVE</b>  (Street) <b>FALLS CHURCH VA 22042</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>NORTHROP GRUMMAN CORP /DE/ [ NOC ]</b>	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) <b>Corp. VP &amp; CFO</b>
	3. Date of Earliest Transaction (Month/Day/Year) <b>02/21/2014</b>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	02/21/2014		M		141,533 <sup>(1)</sup>	A	\$54.46	361,246	D	
Common Stock	02/21/2014		S		2,984 <sup>(1)</sup>	D	\$119.6932 <sup>(2)</sup>	358,262	D	
Common Stock	02/21/2014		F		100,704 <sup>(3)</sup>	D	\$121.45	257,558	D	
Common Stock	02/24/2014		S		20,415 <sup>(1)</sup>	D	\$122.6281 <sup>(4)</sup>	237,143	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
Stock Option (Right-to-buy)	\$54.46	02/21/2014		M			141,533 <sup>(1)</sup>	(5)	02/16/2017	Common Stock	141,533	\$0.0000	0.0000	D	

**Explanation of Responses:**

- The exercise of options and the sale of shares reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.
- Represents the weighted average sale price of \$119.69 rounded to the nearest hundredth. The highest price at which the shares were sold was \$120.69 and the lowest price at which the shares were sold was \$119.49. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote in this Form 4.
- Shares surrendered to issuer in payment of exercise price and tax liability in connection with stock option exercise in accordance with Rule 16b-3(e).
- Represents the weighted average sale price of \$122.63 rounded to the nearest hundredth. The highest price at which the shares were sold was \$123.23 and the lowest price at which the shares were sold was \$120.80. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote in this Form 4.
- The option is fully exercisable.

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

02/25/2014

\*\* 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.