SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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*	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

1. Name and Address of Reporting Person*

Peppard Denise M.

(Last)	(First)	(Middle)

2980 FAIRVIEW PARK DRIVE

(Street)

FALLS CHURCH	VA	22042

(City)	(State)	(Zip)

2. Issuer Name **and** Ticker or Trading Symbol
NORTHROP GRUMMAN CORP /DE/ [NOC]

3. Date of Earliest Transaction (Month/Day/Year)
02/17/2016

4. If Amendment, Date of Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

	Director		10% Owner
X	Officer (give title below)		Other (specify below)

Corp VP & Chf HR Ofcr

6. Individual or Joint/Group Filing (Check Applicable Line)

X 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	02/17/2016		M		30,123[1]	A	$0.0000	60,525.5	D	
Common Stock	02/17/2016		F		13,610[2]	D	$190.06	46,915.5	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				
Restricted Performance Stock Rights	[3]	02/17/2016		A		16,215[4]		[3]	[3]	Common Stock	16,215	$0.0000	52,673[5]	D	
Restricted Performance Stock Rights	[3]	02/17/2016		M			30,123[1]	[3]	[3]	Common Stock	30,123	$0.0000	22,550[6]	D	
Restricted Stock Rights	[7]	02/17/2016		A		2,801		[7]	[7]	Common Stock	2,801	$0.0000	17,264[8]	D	

Explanation of Responses:

1. Shares issued in settlement of Restricted Performance Stock Rights ("RPSRs") granted under the 2011 Long-Term Incentive Stock Plan ("LTISP") on 2/20/13 with a valuation of performance measurement period ("measurement period") ended 12/31/15. The RPSRs were settled at 150% of target.

2. Shares surrendered to issuer in payment of tax liability in connection with settlement of RPSRs in accordance with Rule 16b-3(e).

3. Each 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).

4. The RPSRs acquired include (i) 10,041 additional vested RPSRs with respect to the measurement period ended 12/31/15 acquired due to settlement of the 2013 RPSRs held at 150% of the target award and (ii) 6,174 unvested RPSRs granted under the LTISP on 2/17/16 with a measurement period ending on 12/31/18.

5. Total amount includes 30,123 vested RPSRs granted under the LTISP on 2/20/13 with a measurement period ended on 12/31/15; 6,174 RPSRs granted on 2/17/16 with a measurement period ending on 12/31/18; 6,707 RPSRs granted on 2/18/15 with a measurement period ending on 12/31/17; and 9,669 RPSRs granted on 2/19/14 with a measurement period ending on 12/31/16.

6. Total amount includes 6,174 RPSRs granted on 2/17/16 with a measurement period ending on 12/31/18; 6,707 RPSRs granted on 2/18/15 with a measurement period ending on 12/31/17; and 9,669 RPSRs granted on 2/19/14 with a measurement period ending on 12/31/16.

7. 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 2/17/16 and will vest on 2/17/19.

8. Total amount includes 2,801 RSRs granted under the LTISP on 2/17/16 that will vest on 2/17/19; 3,163 RSRs granted under the LTISP on 2/18/15 that will vest on 2/18/18; 4,032 RSRs granted under the LTISP on 2/19/14 that will vest on 2/19/17; and 7,268 RSRs granted under the LTISP on 2/20/13 that will vest on 2/20/16.

/s/ Jennifer C. McGarey, Attorney-in-Fact | 02/19/2016

** 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.