

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>MILLS LINDA 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>02/19/2014</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 style="text-align: center;">Corp. VP, Operations</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> |
|---|---|---|

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 | 02/19/2014 | | M | | 24,117 ⁽¹⁾ | A | \$0.0000 | 24,117 | D | |
| Common Stock | 02/19/2014 | | F | | 11,503 ⁽²⁾ | D | \$119.05 | 12,614 | D | |
| Common Stock | | | | | | | | 0.0000 | I | Held in Northrop Grumman Savings & Investment Plan |
| Common Stock | | | | | | | | 70,414.5231 | I | Linda Anne Mills Living Trust |

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) | 02/19/2014 | | A | | 30,100 ⁽⁴⁾ | | (3) | (3) | Common Stock | 30,100 | \$0.0000 | 134,062 ⁽⁵⁾ | D | |
| Restricted Performance Stock Rights | (3) | 02/19/2014 | | M | | | | (3) | (3) | Common Stock | 24,117 | \$0.0000 | 109,945 ⁽⁶⁾ | D | |
| Restricted Stock Rights | (7) | 02/19/2014 | | A | | 8,820 | | (7) | (7) | Common Stock | 8,820 | \$0.0000 | 64,788 ⁽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 2/15/11 with a valuation of performance measurement period ("measurement period") ended 12/31/13. The RPSRs were settled at 159% 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) 8,949 additional vested RPSRs with respect to the measurement period ended 12/31/13 acquired due to settlement of the 2011 RPSRs held at 159% of the target award and (ii) 21,151 unvested RPSRs granted under the 2011 Long-Term Incentive Stock Plan ("LTISP") on 2/19/14 with a measurement period ending on 12/31/16.
- Total amount includes 24,117 vested RPSRs granted under the 2001 LTISP on 2/15/11 with a measurement period ended on 12/31/13; 21,151 unvested RPSRs granted under the LTISP on 2/19/14 with a measurement period ending on 12/31/16; 43,930 unvested RPSRs granted under the LTISP on 2/20/13 with a measurement period ending on 12/31/15; and 44,864 unvested RPSRs granted under the LTISP on 2/15/12 with a measurement period ending on 12/31/14.
- Total amount includes 21,151 unvested RPSRs granted under the LTISP on 2/19/14 with a measurement period ending on 12/31/16; 43,930 unvested RPSRs granted under the LTISP on 2/20/13 with a measurement period ending on 12/31/15; and 44,864 unvested RPSRs granted under the LTISP on 2/15/12 with a measurement period ending on 12/31/14.
- 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 2/19/14 and will vest on 2/19/17.
- Total amount includes 8,820 RSRs granted under the LTISP on 2/19/14 that will vest on 2/19/17; 15,899 RSRs granted under the LTISP on 2/20/13 that will vest on 2/20/16; 7,298 RSRs granted under the LTISP on 12/18/12 that will vest on 12/18/15; 17,603 RSRs granted under the LTISP on 2/15/12 that will vest on 2/15/15; and 15,168 RSRs granted under the 2001 LTIP on 2/15/11 that will vest on 2/15/15.

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

02/21/2014

** Signature of Reporting Person

Date

* 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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