SEC Form 4

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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[*]

ASHWORTH SID

(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)

11/09/2012

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, Government Relations

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	11/09/2012		M		5,468	A	$0[(1)]	5,468	D	
Common Stock	11/09/2012		F		2,075[(2)]	D	$65.6	3,393	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 Stock Rights	[(1)]	11/09/2012		M			5,468	[(1)]	[(1)]	Common Stock	5,468	$0.0000	24,302[(3)]	D	

Explanation of Responses:

1. 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. Grants awarded pursuant to Rule 16b-3(d).

2. Shares surrendered to issuer in parment of exercise price and tax liability in connection with stock option exercise in accordance with Rule 16b-3(e).

3. Total amount includes 5,469 unvested RSRs granted under the 2001 Long-Term Incentive Stock Plan ("2001 LTISP") on 11/11/10 that will vest on 11/11/14; 10,786 RSRs granted under the 2001 LTISP on 2/15/11 that will vest on 2/15/15; and 8,047 RSRs granted under the 2011 Long-Term Incentive Stock Plan on 2/15/12 that will vest on 2/15/15. Grants awarded pursuant to Rule 16b-3(d).

/s/ Jennifer C. McGarey, Attorney-in-Fact   11/14/2012

** 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.