

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

1. Name and Address of Reporting Person* <u>CHESTON SHEILA C.</u> (Last) (First) (Middle) 2980 FAIRVIEW PARK DRIVE (Street) FALLS CHURCH VA 22042 (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) Corp. VP & General Counsel
	3. Date of Earliest Transaction (Month/Day/Year) 02/18/2015	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	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	02/18/2015		M		38,455.5 ⁽¹⁾	A	\$0.0000	79,893.5	D	
Common Stock	02/18/2015		F		19,574 ⁽²⁾	D	\$167.68	60,319.5	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)	02/18/2015		A		22,682.5 ⁽⁴⁾		(3)	(3)	Common Stock	22,682.5	\$0.0000	87,321.5 ⁽⁵⁾	D	
Restricted Performance Stock Rights	(3)	02/18/2015		M			38,455.5 ⁽¹⁾	(3)	(3)	Common Stock	38,455.5	\$0.0000	48,866 ⁽⁶⁾	D	
Restricted Stock Rights	(7)	02/18/2015		A		4,651		(7)	(7)	Common Stock	4,651	\$0.0000	19,532 ⁽⁸⁾	D	

Explanation of Responses:

- Shares issued in settlement of Restricted Performance Stock Rights ("RPSRs") granted under the 2011 Long-Term Incentive Stock Plan ("LTISP") on 2/15/12 with a valuation of performance measurement period ("measurement period") ended 12/31/14. The RPSRs were settled at 150% 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 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) 12,818.50 additional vested RPSRs with respect to the measurement period ended 12/31/14 acquired due to settlement of the 2012 RPSRs held at 150% of the target award and (ii) 9,864 unvested RPSRs granted under the LTISP on 2/18/15 with a measurement period ending on 12/31/17.
- Total amount includes 38,455.50 vested RPSRs granted under the LTISP on 2/15/12 with a measurement period ended 12/31/14; 9,864 RPSRs granted on 2/18/15 with a measurement period ending on 12/31/17; 13,899 unvested RPSRs granted under the LTISP on 2/19/14 with a measurement period ending on 12/31/16; and 25,103 unvested RPSRs granted under the LTISP on 2/20/13 with a measurement period ending on 12/31/15.
- Total amount includes 9,864 RPSRs granted on 2/18/15 with a measurement period ending on 12/31/17; 13,899 unvested RPSRs granted under the LTISP on 2/19/14 with a measurement period ending on 12/31/16; and 25,103 unvested RPSRs granted under the LTISP on 2/20/13 with a measurement period ending on 12/31/15.
- 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 2/18/15 and will vest on 2/18/18.
- Total amount includes 4,651 RSRs granted under the LTISP on 2/18/15 that will vest on 2/18/18; 5,796 RSRs granted under the LTISP on 2/19/14 that will vest on 2/19/17; and 9,085 RSRs granted under the LTISP on 2/20/13 that will vest on 2/20/16.

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

02/20/2015

** 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.

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