SEC Form 4	
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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

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 OMB APPROVAL
OMB Number: 3235-0287
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1. Name and Address of Reporting Person [*] BUSH WESLEY G			2. Issuer Name and Ticker or Trading Symbol NORTHROP GRUMMAN CORP /DE/		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
			NOC]	X	Director	10% Owner				
(Last) (First) ((Middle)		x	Officer (give title below)	Other (specify below)				
2980 FAIRVIEW PARK DRIVE			3. Date of Earliest Transaction (Month/Day/Year) 08/01/2014		Chairman, CEO and President					
(Street) FALLS	VA	22042	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line)	vidual or Joint/Group Fili Form filed by One Re					
CHURCH		22042			Form filed by More th Person					
(City)	(State)	(Zip)								

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

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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)					5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Common Stock	08/01/2014		J ⁽¹⁾		120,000	A	\$0.0000	150,000	D	
Common Stock	08/01/2014		S		30,000 ⁽²⁾	D	\$123.96(3)	120,000	D	
Common Stock	08/01/2014		J(1)		120,000	D	\$0.0000	268,649	I	Held in WG&NF Bush Family Trust
Common Stock								5,246.161 ⁽⁴⁾	I	Held in Northrop Grumman Savings & Investment Plan

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 1. Title of 6. Date Exercisable and 8. Price of 3A. Deemed 5. Number 7. Title and 9. Number of 11. Nature 3. Transaction 10 Derivative Conversion Date Execution Date Transaction of Expiration Date Amount of Derivative derivative Ownership of Indirect Security Security or Exercise (Month/Day/Year) if any Code (Instr. Derivative (Month/Day/Year) Securities Securities Beneficial Form: (Instr. 3) (Month/Day/Year) Underlying (Instr. 5) Beneficially Direct (D) Price of 8) Securities Ownership Derivative Derivative Acquired Owned or Indirect (Instr. 4)

Sec	curity				(A) or Disposed of (D) (Instr. 3, 4 and 5)				Security (Instr. 3 and 4)		Following Reported Transaction(s) (Instr. 4)	(I) (Instr. 4)		
			Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

1. Transfer of shares from family trust.

2. The sales reported in this Form 4 were effected pursuant to an orderly plan of disposition under a Rule 10b5-1 trading plan adopted by the reporting person.

3. Represents the weighted average sale price of \$123.96 rounded to the nearest hundredth. The highest price at which the shares were sold was \$124.77 and the lowest price at which the shares were sold was \$122.85. 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.

4. Held in the Northrop Grumman Savings and Investment Plan (the "Plan"), a qualified profit sharing plan, as of August 1, 2014. Share totals with respect to the Plan are based upon unit accounting and therefore may reflect a decrease in units attributable to an individual though no disposition occurred.

<u>/s/ Jennifer C. McGarey,</u> <u>Attorney-in-Fact</u>

08/05/2014

Date

** Signature of Reporting Person

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.