

**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 Officer (give title below) Other (specify below)  Corp. VP & General Counsel
	3. Date of Earliest Transaction (Month/Day/Year) 02/18/2014	
	4. If Amendment, Date of Original Filed (Month/Day/Year) 02/20/2014	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	02/19/2014		M		21,436 <sup>(1)</sup>	A	\$0.0000	56,385	D	
Common Stock	02/19/2014		M		4,510 <sup>(2)</sup>	A	\$63.22	60,895	D	
Common Stock	02/19/2014		F		10,910 <sup>(3)</sup>	D	\$119.05	49,985	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	(4)	02/19/2014		A		21,853 <sup>(5)</sup>		(4)	(4)	Common Stock	21,853	\$0.0000	86,075 <sup>(6)</sup>	D	
Restricted Performance Stock Rights	(4)	02/19/2014		M		21,436 <sup>(1)</sup>		(4)	(4)	Common Stock	21,436	\$0.0000	64,639 <sup>(7)</sup>	D	
Restricted Stock Rights	(8)	02/19/2014		A		5,796		(8)	(8)	Common Stock	5,796	\$0.0000	38,422 <sup>(9)</sup>	D	
Stock Option (Right-to-buy)	\$63.22	02/19/2014		M		4,510		(10)	02/15/2018	Common Stock	4,510	\$0.0000	0.0000	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.
- Transaction previously reported by the Reporting Person on Form 4 filed 2/20/14.
- 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) 7,954 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) 13,899 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 21,436 vested RPSRs granted under the 2001 LTISP on 2/15/11 with a measurement period ended 12/31/13; 13,899 unvested RPSRs granted under the LTISP on 2/19/14 with a measurement period ending on 12/31/16; 25,103 unvested RPSRs granted under the LTISP on 2/20/13 with a measurement period ending on 12/31/15; and 25,637 unvested RPSRs granted under the LTISP on 2/15/12 with a measurement period ending on 12/31/14.
- Total amount includes 13,899 unvested RPSRs granted under the LTISP on 2/19/14 with a measurement period ending on 12/31/16; 25,103 unvested RPSRs granted under the LTISP on 2/20/13 with a measurement period ending on 12/31/15; and 25,637 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 5,796 RSRs granted under the LTISP on 2/19/14 that will vest on 2/19/17; 9,085 RSRs granted under the LTISP on 2/20/13 that will vest on 2/20/16; 10,059 RSRs granted under the LTISP on 2/15/12 that will vest on 2/15/15; and 13,482 RSRs granted under the 2001 LTISP on 2/15/11 that will vest on 2/15/15.
- The option vests over a period of three years to the extent of one-third (33%) annual equal installments on 2/15/12, 2/15/13 and 2/15/14.

/s/ Jennifer C. McGarey, 02/21/2014  
Attorney-in-Fact

\*\* 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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