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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to
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

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<u>CHESTON</u>	SHEILA C.		2. Issuer Name and Ticker or Trading Symbol <u>NORTHROP GRUMMAN CORP /DE/</u> NOC]		tionship of Reporting Person(s) to Issuer (all applicable) Director 10% Owner Officer (give title Other (specify below) below)		
(Last) (First) (Middle)			3. Date of Earliest Transaction (Month/Day/Year)		Corp. VP & Gene	aral Counsel	
2980 FAIRVIE	EW PARK DRIV	VE	02/13/2015		Corp. VI & Ceneral Counser		
(Street) FALLS			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line)	idual or Joint/Group Filir	ng (Check Applicable	
	VA	22042		X	Form filed by One Re	porting Person	
CHURCH					Form filed by More that Person	an One Reporting	
(City)	(State)	(Zip)					

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)			4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)		(1150. 4)
Common Stock	02/13/2015(1)		М		23,541 ⁽²⁾	Α	\$0.0000	52,544	D	
Common Stock	02/13/2015(1)		F		11,106 ⁽³⁾	D	\$167.14	41,438	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. Transa Code (8)		of Deri Secu Acq (A) (Disp of (E	erivative (Month/Day/Year) ecurities cquired		ate	of Securities		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	(4)	02/13/2015 ⁽¹⁾		М			23,541	(4)	(4)	Common Stock	23,541	\$0.0000	14,881 ⁽⁵⁾	D	

Explanation of Responses:

1. In light of the RSR vesting date, Sunday, February 15, 2015, occurring on a weekend, and in accordance with the terms of the 2011 Long-Term Incentive Stock Plan ("LTISP"), RSR award shares were valued based on the Company's closing stock price on Friday, February 13, 2015, the immediately preceding business day. The shares were distributed into the participant's account on this date.

2. Shares issued upon vesting of Restricted Stock Rights ("RSRs") granted under the 2001 Long-Term Incentive Stock Plan ("2001 LTISP") on 2/15/11 that vested on 2/15/15 and RSRs granted under the LTISP on 2/15/12 that vested on 2/15/15.

3. Shares surrendered to issuer in payment of tax liability in connection with vesting of RSRs in accordance with Rule 16b-3(e).

4. 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.

5. Total amount includes 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.

<u>/s/ Jennifer C. McGarey,</u>	02/17/2015
Attorney-in-Fact	02/1//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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