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

OWB APPR	OVAL
OMB Number:	3235-0287
Estimated average bur	den
hours per response:	0.5

1. Name and Address of Reporting Person [*] <u>PETERS AULANA L</u>			2. Issuer Name and Ticker or Trading Symbol <u>NORTHROP GRUMMAN CORP /DE/</u> [NOC]		tionship of Reporting Pe : all applicable) Director Officer (give title	rson(s) to Issuer 10% Owner Other (specify below)
(Last) (First) (Middle) 2980 FAIRVIEW PARK DRIVE			3. Date of Earliest Transaction (Month/Day/Year) 02/12/2014		below)	Delow)
(Street) FALLS CHURCH	VA	22042	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	ridual or Joint/Group Filin Form filed by One Rep Form filed by More tha Person	orting Person
(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)	Transaction Code (Instr.		4. Securities Disposed Of			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Common Stock	02/12/2014		М		281	A	\$50.55	21,017(1)	D	
Common Stock	02/12/2014		S		281	D	\$117.219	20,736 ⁽²⁾	D	
Common Stock								3,238	I	Held in the Peters Family Trust.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

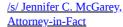
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transa Code (8)		of		6. Date Exerc Expiration Da (Month/Day/Y	ate	7. Title and Amount of Securities Underlying Derivative 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				
Stock Option (Right-to- buy)	\$50.55	02/12/2014		М			281	(3)	05/20/2015	Common Stock	281	\$0.0000	0.0000	D	

Explanation of Responses:

1. Amount includes (i) 6,615 shares of common stock; and (ii) 14,402 shares of common stock held in a stock unit account pursuant to the Northrop Grumman 2011 Long-Term Incentive Stock Plan and the 1993 Stock Plan for Non-Employee Directors.

2. Amount includes (i) 6,334 shares of common stock; and (ii) 14,402 shares of common stock held in a stock unit account pursuant to the Northrop Grumman 2011 Long-Term Incentive Stock Plan and the 1993 Stock Plan for Non-Employee Directors.

3. The option is fully exercisable.



02/13/2014

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.