

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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>PALMER JAMES F</u> <hr/> (Last) (First) (Middle) <u>2980 FAIRVIEW PARK DRIVE</u> <hr/> (Street) <u>FALLS CHURCH VA 22042</u> <hr/> (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) _____ <p style="text-align: center;"><b>Corp. VP &amp; CFO</b></p>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/18/2015</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**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		67,296 <sup>(1)</sup>	A	\$0.0000	296,192	D	
Common Stock	02/18/2015		F		32,101 <sup>(2)</sup>	D	\$167.68	264,091	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
Restricted Performance Stock Rights	(3)	02/18/2015		A		22,432 <sup>(4)</sup>		(3)	(3)	Common Stock	22,432	\$0.0000	132,377 <sup>(5)</sup>	D	
Restricted Performance Stock Rights	(3)	02/18/2015		M			67,296 <sup>(1)</sup>	(3)	(3)	Common Stock	67,296	\$0.0000	65,081 <sup>(6)</sup>	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 22,432 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.
- Total amount includes 67,296 vested RPSRs granted under the LTISP on 2/15/12 with a measurement period ended on 12/31/14; 21,151 unvested RPSRs granted under the LTISP on 2/19/14 with a measurement period ending on 12/31/16; and 43,930 unvested RPSRs granted under the LTISP on 2/20/13 with a measurement period ending on 12/31/15.
- Total amount includes 21,151 unvested RPSRs granted under the LTISP on 2/19/14 with a measurement period ending on 12/31/16; and 43,930 unvested RPSRs granted under the LTISP on 2/20/13 with a measurement period ending on 12/31/15.

/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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