

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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>VICE THOMAS E</u> (Last) (First) (Middle) <u>1840 CENTURY PARK EAST</u> (Street) <u>LOS ANGELES CA 90067</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>06/03/2010</u>	3. Issuer Name and Ticker or Trading Symbol <u>NORTHROP GRUMMAN CORP /DE/ [NOC]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Corp VP & Pres Tech Servs</u>	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
<u>Common Stock</u>	<u>45,063.5⁽¹⁾</u>	<u>D</u>	

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
<u>Stock Option (Right-to-Buy)</u>	<u>08/15/2002⁽²⁾</u>	<u>08/15/2011</u>	<u>Common Stock</u>	<u>9,000</u>	<u>39.28</u>	<u>D</u>	
<u>Stock Option (Right-to-Buy)</u>	<u>08/20/2003⁽²⁾</u>	<u>08/20/2012</u>	<u>Common Stock</u>	<u>9,000</u>	<u>57.4</u>	<u>D</u>	
<u>Stock Option (Right-to-Buy)</u>	<u>08/20/2004⁽²⁾</u>	<u>08/20/2013</u>	<u>Common Stock</u>	<u>10,000</u>	<u>47.11</u>	<u>D</u>	
<u>Stock Option (Right-to-Buy)</u>	<u>06/14/2005⁽²⁾</u>	<u>06/14/2014</u>	<u>Common Stock</u>	<u>11,000</u>	<u>52.485</u>	<u>D</u>	
<u>Stock Option (Right-to-Buy)</u>	<u>02/17/2010⁽³⁾</u>	<u>02/17/2016</u>	<u>Common Stock</u>	<u>5,835</u>	<u>44.99</u>	<u>D</u>	

Explanation of Responses:

- Total amount includes 6,425 unvested Restricted Performance Stock Rights (RPSRs) granted under the 2001 Long-Term Incentive Stock Plan (LTISP) on 2/27/08 with a valuation of performance measurement period ("measurement period") ending on 12/31/10; 12,177 unvested RPSRs granted under the LTISP on 2/17/09 with measurement period ending on 12/31/11; and 10,319 unvested RPSRs granted under the LTISP on 2/16/10 with measurement period ending on 12/31/12. RPSR grants awarded pursuant to Rule 16b-3(d)(3).
- The option vests in four equal installments (25%) on each anniversary of grant date.
- The option vests over a period of three years to the extent of one-third (33%) annual equal installments on 2/17/10, 2/17/11 and 2/17/12.

/s/ Kathleen M. Salmas,
Attorney-in-fact for Thomas E. Vice 06/10/2010
Vice

** 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 5 (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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