

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

OMB APPROVAL	
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1. Name and Address of Reporting Person* FRASER DARRYL M			2. Issuer Name and Ticker or Trading Symbol NORTHROP GRUMMAN CORP /DE/ [NOC]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Corp VP, Communications		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 11/10/2010			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		
1840 CENTURY PARK EAST			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) LOS ANGELES CA 90067								
(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)	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	11/10/2010		M		4,000	A	\$47.11	35,893 ⁽¹⁾	D	
Common Stock	11/10/2010		S		4,000	D	\$65.258 ⁽²⁾	31,893 ⁽¹⁾	D	
Common Stock	11/10/2010		M		4,000	A	\$52.485	35,893 ⁽¹⁾	D	
Common Stock	11/10/2010		S		4,000	D	\$65.209 ⁽³⁾	31,893 ⁽¹⁾	D	
Common Stock	11/10/2010		M		14,000	A	\$44.99	45,893 ⁽¹⁾	D	
Common Stock	11/10/2010		S		14,000	D	\$65.161 ⁽⁴⁾	31,893 ⁽¹⁾	D	
Common Stock								3,421.1137	I	See footnote. ⁽⁵⁾

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
Stock Option (Right-to-Buy)	\$47.11	11/10/2009		M		4,000		08/20/2004	08/20/2013	Common Stock	4,000	\$47.11	0	D	
Stock Option (Right-to-Buy)	\$52.485	11/10/2010		M		4,000		06/14/2005	06/14/2014	Common Stock	4,000	\$52.485	0	D	
Stock Option (Right-to-Buy)	\$44.99	11/10/2010		M		14,000		02/17/2010 ⁽⁶⁾	02/17/2016	Common Stock	14,000	\$44.99	28,000	D	

Explanation of Responses:

- Total amount includes 3,650 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; 7,300 unvested RPSRs granted under the 2001 LTISP on 2/17/09 with the measurement period ending on 12/31/11; and 12,900 unvested RPSRs granted under the 2001 LTISP on 2/16/10 with the measurement period ending on 12/31/12. Grants awarded pursuant to Rule 16b-3(d).
- Represents the weighted average sale price of \$65.258 rounded to the nearest hundredths. The highest price at which the shares sold was \$65.275 and the lowest price at which the shares sold was \$65.23.
- Represents the weighted average sale price of \$65.209 rounded to the nearest hundredths. The highest price at which the shares sold was \$65.265 and the lowest price at which the shares sold was \$65.15.
- Represents the weighted average sale price of \$65.161 rounded to the nearest hundredths. The highest price at which the shares sold was \$65.20 and the lowest price at which the shares sold was \$65.15.
- Held in the Northrop Grumman Savings and Investment Plan, a qualified profit sharing plan, as of October 29, 2010. Share totals with respect to the Plan are based upon unit accounting and therefore may reflect a decrease in units attributable to an individual though no disposition occurred.
- This option has two remaining annual installments each equal to 33% of the original of the original grant, vesting on 2/17/11 and 2/17/12.

Kathleen M. Salmas, Attorney-in-fact for Darryl M. Fraser 11/12/2010

** 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.

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.