

## 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

<b>1. Name and Address of Reporting Person*</b> <u>FLACH GLORIA A</u>  (Last) (First) (Middle) <u>1840 CENTURY PARK EAST</u>  (Street) <u>LOS ANGELES CA 90067</u>  (City) (State) (Zip)	<b>2. Date of Event Requiring Statement (Month/Day/Year)</b> <u>03/01/2010</u>	<b>3. Issuer Name and Ticker or Trading Symbol</b> <u>NORTHROP GRUMMAN CORP /DE/ [ NOC ]</u>  <b>4. Relationship of Reporting Person(s) to Issuer (Check all applicable)</b> Director <span style="margin-left: 100px;">10% Owner</span> <input checked="" type="checkbox"/> Officer (give title below) <span style="margin-left: 100px;">Other (specify below)</span> <u>CORP VP. PRES, ENT,SH SVCS</u>	<b>5. If Amendment, Date of Original Filed (Month/Day/Year)</b> <u>03/02/2010</u>
			<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b> <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>38,579<sup>(1)</sup></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>02/16/2011<sup>(2)</sup></u>	<u>02/16/2017</u>	<u>Common Stock</u>	<u>54,550</u>	<u>59.56</u>	<u>D</u>	
<u>Stock Option (Right-to-Buy)</u>	<u>02/17/2010<sup>(3)</sup></u>	<u>02/17/2016</u>	<u>Common Stock</u>	<u>6,536</u>	<u>44.99</u>	<u>D</u>	
<u>Stock Option (Right-to-Buy)</u>	<u>10/01/2005<sup>(4)</sup></u>	<u>10/01/2014</u>	<u>Common Stock</u>	<u>800</u>	<u>53.7</u>	<u>D</u>	
<u>Stock Option (Right-to-Buy)</u>	<u>06/14/2005<sup>(4)</sup></u>	<u>06/14/2014</u>	<u>Common Stock</u>	<u>3,000</u>	<u>52.485</u>	<u>D</u>	
<u>Stock Option (Right-to-Buy)</u>	<u>08/20/2004<sup>(4)</sup></u>	<u>08/20/2013</u>	<u>Common Stock</u>	<u>3,000</u>	<u>47.11</u>	<u>D</u>	
<u>Stock Option (Right-to-Buy)</u>	<u>08/20/2003<sup>(4)</sup></u>	<u>08/20/2012</u>	<u>Common Stock</u>	<u>2,700</u>	<u>57.4</u>	<u>D</u>	
<u>Stock Option (Right-to-Buy)</u>	<u>08/15/2002<sup>(4)</sup></u>	<u>08/15/2011</u>	<u>Common Stock</u>	<u>3,000</u>	<u>39.28</u>	<u>D</u>	
<u>Stock Option (Right-to-Buy)</u>	<u>05/16/2002<sup>(5)</sup></u>	<u>05/16/2010</u>	<u>Common Stock</u>	<u>1,426</u>	<u>38.13</u>	<u>D</u>	

**Explanation of Responses:**

1. Total amount includes 4,636 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; 11,873 unvested RPSRs granted under the LTISP on 2/17/09 with measurement period ending on 12/31/11; and 12,900 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).
2. The option vests over a period of three years to the extent of one-third (33%) annual equal installments on 2/16/11, 2/16/12 and 2/16/13.
3. 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.
4. The option vests in four equal installments (25%) on each anniversary of grant date.
5. The option vests on 2nd anniversary of grant date.

/s/ Kathleen M. Salmas,  
Attorney-in-fact for Gloria A. Flach     03/02/2010  
Flach

\*\* 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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