

**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

1. Name and Address of Reporting Person* <b>FLACH GLORIA A</b>			2. Issuer Name and Ticker or Trading Symbol <b>NORTHROP GRUMMAN CORP /DE/ [ NOC ]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <b>X</b> Officer (give title below) Other (specify below) <b>CORP VP. PRES, ENT,SH SVCS</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>02/15/2011</b>			6. Individual or Joint/Group Filing (Check Applicable Line) <b>X</b> 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) <b>LOS ANGELES CA 90067</b>								
(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	02/15/2011		F		1,597	D	\$69.14	36,982 <sup>(1)</sup>	D	
Common Stock	02/15/2011		A		7,396	A	\$69.14	44,378 <sup>(2)</sup>	D	
Common Stock	02/15/2011		A		7,396	A	\$69.14	51,774 <sup>(3)</sup>	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
Stock Option (Right-to-Buy)	\$69.14	02/15/2011		A		31,473		02/15/2012 <sup>(4)</sup>	02/15/2018	Common Stock	31,473	\$0.00	31,473	D	

**Explanation of Responses:**

- Total amount includes 11,873 unvested Restricted Performance Stock Rights (RPSRs) granted under the 2001 Long-Term Incentive Stock Plan (LTISP) on 2/17/09 with a valuation of performance measurement period ("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. Grants awarded pursuant to Rule 16b-3(d)(3).
- Total amount includes 11,873 unvested RPSRs granted under the LTISP on 2/17/09 with the measurement period ending on 12/31/11; 12,900 unvested RPSRs granted under the LTISP on 2/16/10 with measurement period ending on 12/31/12; 7,396 unvested RPSRs granted under the LTISP on 2/15/11 with measurement period ending on 12/31/13. Grants awarded pursuant to Rule 16b-3(d)(3).
- Total amount includes 11,873 unvested RPSRs granted under the LTISP on 2/17/09 with the measurement period ending on 12/31/11; 12,900 unvested RPSRs granted under the LTISP on 2/16/10 with measurement period ending on 12/31/12; 7,396 unvested RPSRs granted under the LTISP on 2/15/11 with measurement period ending on 12/31/13; and 7,396 unvested Restricted Stock Rights ("RSRs") granted under the LTISP on 2/15/11 and cliff vests 100% on the fourth anniversary from the grant date on 2/15/15. Grants awarded pursuant to Rule 16b-3(d)(3).
- The option vests over a period of three years to the extent of one-third (33%) annual equal installments on 2/15/12, 2/15/13 and 2/15/14.

/s/ Kathleen M. Salmas,  
Attorney-in-fact for Gloria A. Flach      02/17/2011

\*\* 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.