### FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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 BUSH WESL	s of Reporting Person <sup>®</sup> EYG	*	2. Issuer Name <b>and</b> Ticker or Trading Symbol <u>NORTHROP GRUMMAN CORP /DE/</u> [ <u>NOC</u> ]		tionship of Reporting Pers all applicable) Director Officer (give title below)	on(s) to Issuer 10% Owner Other (specify below)
(Last) 1840 CENTURY 1	(First) PARK EAST	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/16/2010		Chf. Exec. Officer &	,
(Street) LOS ANGELES	СА	90067	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indivi Line) X	idual or Joint/Group Filing Form filed by One Repo Form filed by More than	orting Person
(City)	(State)	(Zip)			Person	

#### 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)					5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Common Stock	02/16/2010		F		12,995	D	\$59.56	152,855 <sup>(1)</sup>	D	
Common Stock	02/16/2010		<b>J</b> <sup>(2)</sup>		4,160	<b>D</b> <sup>(2)</sup>	\$59.56	148,695(1)	D	
Common Stock	02/16/2010		A		109,650	A	\$59.56	258,345 <sup>(3)</sup>	D	
Common Stock								77,229	I	Trustee: WG&NF Bush Family Trust
Common Stock								4,626.094	I	See footnote. <sup>(4)</sup>

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

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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. Transa Code ( 8)		Derivative		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	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	Amount or Number of Shares		Transaction(s) (Instr. 4)		
Stock Option (Right-to- Buy)	\$59.56	02/16/2010		A		463,500		02/16/2011 <sup>(5)</sup>	02/16/2017	Common Stock	463,500	\$0.00	463,500	D	
Stock Option (Right-to- Buy)	\$59.56	02/16/2010		A		163,584		02/16/2011 <sup>(5)</sup>	02/16/2017	Common Stock	163,584	\$0.00	163,584	D	

#### **Explanation of Responses:**

1. Total amount includes 40,000 unvested Restricted Stock Rights granted under the 2001 Long-Term Incentive Stock Plan (LTISP) on 5/16/06 with 100% vesting on 5/16/10; 36,600 unvested Restricted Performance Stock Rights (RPSRs) granted under the 2001 LTISP on 2/27/08 with a valuation of performance measurement period ("measurement period") ending on 12/31/10; and 57,250 RPSRs granted under the 2001 LTISP on 2/17/09 with the measurement period ending on 12/31/11. Grants awarded pursuant to Rule 16b-3(d).

2. The measurement period for this installment of Restricted Performance Stock Rights (RPSRs) ended on 12/31/09, and the decrease in the number of shares represent a payout below the target for the 2009 performance period.

3. Total amount includes 40,000 unvested Restricted Stock Rights granted under the 2001 Long-Term Incentive Stock Plan (LTISP) on 5/16/06 with 100% vesting on 5/16/10; 36,600 unvested Restricted Performance Stock Rights (RPSRs) granted under the 2001 LTISP on 2/27/08 with a valuation of performance measurement period ("measurement period") ending on 12/31/10; 57,250 RPSRs granted under the 2001 LTISP on 2/17/09 with the measurement period ending on 12/31/11; and 109,650 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).

4. Held in the Northrop Grumman Savings and Investment Plan, a qualified profit sharing plan, as of January 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.

5. 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.

## <u>/s/ Kathleen M. Salmas,</u> <u>Attorney-in-fact for Wesley G.</u>

<u>Bush</u>

\*\* Signature of Reporting Person Date

02/18/2010

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.