

FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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>FLACH GLORIA A</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>03/01/2010</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, ENT, SH SVCS</u> 5. If Amendment, Date of Original Filed (Month/Day/Year) <u>03/02/2010</u> 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
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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)
Common Stock	38,579 ⁽¹⁾	D	

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			
Stock Option (Right-to-Buy)	02/16/2011 ⁽²⁾	02/16/2017	Common Stock	54,550	59.56	D	
Stock Option (Right-to-Buy)	02/17/2010 ⁽³⁾	02/17/2016	Common Stock	6,536	44.99	D	
Stock Option (Right-to-Buy)	10/01/2005 ⁽⁴⁾	10/01/2014	Common Stock	800	53.7	D	
Stock Option (Right-to-Buy)	06/14/2005 ⁽⁴⁾	06/14/2014	Common Stock	3,000	52.485	D	
Stock Option (Right-to-Buy)	08/20/2004 ⁽⁴⁾	08/20/2013	Common Stock	3,000	47.11	D	
Stock Option (Right-to-Buy)	08/20/2003 ⁽⁴⁾	08/20/2012	Common Stock	2,700	57.4	D	
Stock Option (Right-to-Buy)	08/15/2002 ⁽⁴⁾	08/15/2011	Common Stock	3,000	39.28	D	
Stock Option (Right-to-Buy)	05/16/2002 ⁽⁵⁾	05/16/2010	Common Stock	1,426	38.13	D	

Explanation of Responses:

- 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).
- 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.
- 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.
- The option vests in four equal installments (25%) on each anniversary of grant date.
- The option vests on 2nd anniversary of grant date.

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

** 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 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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