

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	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>PETERS AULANA L</u> (Last) (First) (Middle) <u>1840 CENTURY PARK EAST</u> (Street) <u>LOS ANGELES CA 90067</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>NORTHROP GRUMMAN CORP /DE/ [NOC]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>11/15/2010</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	
		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

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	11/15/2010		M		3,000	A	\$43.98	15,475	D	
Common Stock	11/15/2010		S		3,000	D	\$63.31 ⁽¹⁾	12,475	D	
Common Stock	11/15/2010		M		3,000	A	\$50.03	15,475	D	
Common Stock	11/15/2010		S		3,000	D	\$63.316 ⁽²⁾	12,475	D	
Common Stock	11/15/2010		M		3,000	A	\$44.75	15,475	D	
Common Stock	11/15/2010		S		3,000	D	\$63.323 ⁽³⁾	12,475	D	
Common Stock								12,109 ⁽⁴⁾	I	See footnote. ⁽⁴⁾

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						Amount or Number of Shares
Stock Option (Right-to-Buy)	\$43.98	11/15/2010		M		3,000		05/27/2003	05/21/2013	Common Stock	3,000	\$43.98	0	D	
Stock Option (Right-to-Buy)	\$50.03	11/15/2010		M		3,000		05/21/2004	05/21/2014	Common Stock	3,000	\$50.03	0	D	
Stock Option (Right-to-Buy)	\$44.75	11/15/2010		M		3,000		05/21/2001	05/21/2011	Common Stock	3,000	\$44.75	0	D	

Explanation of Responses:

1. Represents the weighted average sale price of \$63.31 rounded to the nearest tenth. The highest price at which the shares sold was \$63.321 and the lowest price at which the shares sold was \$63.302.
2. Represents the weighted average sale price of \$63.316 rounded to the nearest hundredth. The highest price at which the shares sold was \$63.322 and the lowest price at which the shares sold was \$63.302.
3. Represents the weighted average sale price of \$63.323 rounded to the nearest hundredth. The highest price at which the shares sold was \$63.334 and the lowest price at which the shares sold was \$63.321.
4. Represents shares of common stock held in a stock unit account pursuant to the 1993 Stock Plan for Non-Employee Directors.

/s/ Kathleen M. Salmas,
Attorney-in-fact for Aulana L. Peters 11/16/2010

** 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.

