SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

1. Name and Address of Reporting Person[*] BUSH WESLEY G (Last)　(First)　(Middle) 2980 FAIRVIEW PARK DRIVE (Street) FALLS CHURCH　VA　22042 (City)　(State)　(Zip)	2. Issuer Name **and** Ticker or Trading Symbol NORTHROP GRUMMAN CORP /DE/ [NOC] 3. Date of Earliest Transaction (Month/Day/Year) 07/30/2012 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X　Director　　10% Owner X　Officer (give title below)　Other (specify below) Chairman, CEO and President 6. Individual or Joint/Group Filing (Check Applicable Line) X　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	07/30/2012		M		49,219	A	$47.99	49,219	D	
Common Stock	07/30/2012		F		41,220[(1)]	D	$66.76	7,999	D	
Common Stock								4,991.271	I	Held in Northrop Grumman Savings & Investment Plan[(2)]
Common Stock								276,974	I	Held in WG&NF Bush Family Trust

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	Amount or Number of Shares				
Stock Option (Right-to-buy)	$47.99	07/30/2012		M			49,219	[(3)]	06/14/2014	Common Stock	49,219	$0.0000	0.0000	D	

Explanation of Responses:

1. Shares surrendered to issuer in payment of exercise price and tax liability in connection with stock option exercise in accordance with Rule 16b-3(e).

2. Held in the Northrop Grumman Savings and Investment Plan (the "Plan"), a qualified profit sharing plan, as of July 30, 2012. 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.

3. The option is fully exercisable.

/s/ Jennifer C. McGarey, Attorney-in-Fact　　07/31/2012

** 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.

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