

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
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1. Name and Address of Reporting Person* <u>RABINOWITZ MARK</u> (Last) (First) (Middle) 1840 CENTURY PARK EAST (Street) LOS ANGELES CA 90067 (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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Corp. VP & Treasurer
	3. Date of Earliest Transaction (Month/Day/Year) 05/06/2011	
	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 <input type="checkbox"/> 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	05/06/2011		M		3,281	A	\$43.08	40,258 ⁽¹⁾	D	
Common Stock	05/06/2011		S		3,281	D	\$64.85 ⁽³⁾	36,977 ⁽¹⁾	D	
Common Stock	05/06/2011		M		4,375	A	\$47.99	41,352 ⁽¹⁾	D	
Common Stock	05/06/2011		S		4,375	D	\$64.8 ⁽⁴⁾	36,977 ⁽¹⁾	D	
Common Stock	05/06/2011		M		5,445	A	\$41.14	42,422 ⁽¹⁾	D	
Common Stock	05/06/2011		S		5,445	D	\$64.77 ⁽⁵⁾	36,977 ⁽¹⁾	D	
Common Stock	05/06/2011		M		2,296	A	\$52.48	39,273 ⁽¹⁾	D	
Common Stock	05/06/2011		S		2,296	D	\$64.9 ⁽⁶⁾	36,977 ⁽¹⁾	D	
Common Stock								800.691	I	See footnote ⁽²⁾

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)	\$43.08	05/06/2011		M			3,281	08/20/2004 ⁽⁷⁾	08/20/2013	Common Stock	3,281	\$43.08	0	D	
Stock Option (Right-to-Buy)	\$47.99	05/06/2011		M			4,375	06/14/2005 ⁽⁷⁾	06/14/2014	Common Stock	4,375	\$47.99	0	D	
Stock Option (Right-to-Buy)	\$41.14	05/06/2011		M			5,445	02/17/2010 ⁽⁸⁾	02/17/2016	Common Stock	5,445	\$41.14	2,724	D	
Stock Option (Right-to-Buy)	\$52.48	05/06/2011		M			2,296	08/20/2003 ⁽⁷⁾	08/20/2012	Common Stock	2,296	\$52.48	0	D	

Explanation of Responses:

- Total amount includes 10,855 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 12,979 unvested RPSRs granted under the LTISP on 2/16/10, with the measurement period ending on 12/31/12. Grants awarded pursuant to Rule 16b-3(d).
- Held in the Northrop Grumman Savings and Investment Plan (the "Plan"), a qualified profit sharing plan, as of April 29, 2011. 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.
- Represents the weighted average sale price of \$64.85 rounded to the nearest hundredths. The highest price at which the shares sold was \$64.874 and the lowest price at which the shares sold was \$64.842.
- Represents the weighted average sale price of \$64.80 rounded to the nearest hundredths. The highest price at which the shares sold was \$64.835 and the lowest price at which the shares sold was \$64.791.

5. Represents the weighted average sale price of \$64.77 rounded to the nearest hundredths. The highest price at which the shares sold was \$64.822 and the lowest price at which the shares sold was \$64.751.
6. Represents the weighted average sale price of \$64.90 rounded to the nearest hundredths. The highest price at which the shares sold was \$64.911 and the lowest price at which the shares sold was \$64.872.
7. Date option was first exercisable. There are no remaining options following this exercise.
8. This option was first exercisable on 2/17/10 and it has one remaining annual installment equal to one-third (33%) of the original grant, vesting on 2/17/12.

/s/ Kathleen M. Salmas,
Attorney-in-Fact for Mark
Rabinowitz

05/09/2011

** 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.