

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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:	3235-0104
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1. Name and Address of Reporting Person* <u>Bedingfield Kenneth L.</u> (Last) (First) (Middle) <u>2980 FAIRVIEW PARK DRIVE</u> (Street) <u>FALLS CHURCH VA 22042</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>02/10/2012</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, Controller & CAO</u>	5. 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 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)
<u>See Footnote.(1)</u>	<u>0</u>	<u>D</u>	

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				

Explanation of Responses:

1. No securities of Issuer are beneficially owned by Reporting Person.

Jennifer C. McGarey, Attorney-in-Fact for 02/10/2012
Kenneth L. Bedingfield
 ** 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.

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.

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned hereby constitutes and appoints each of Sheila C. Cheston and Jennifer C. McGarey, signing singly, the undersigned, in the undersigned's capacity as officer of Northrop Grumman Corporation (the "Company"), Forms 3, 4, and 5 in connection with the undersigned's duties as officer of Northrop Grumman Corporation, to

- (1) execute for and on behalf of the undersigned, in the undersigned's capacity as officer of Northrop Grumman Corporation (the "Company"), Forms 3, 4, and 5 in connection with the undersigned's duties as officer of Northrop Grumman Corporation,
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such form 3, 4, or 5 and
- (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interests of Northrop Grumman Corporation.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, proper and allowable to be done in order to carry out the undersigned's duties as officer of Northrop Grumman Corporation. This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's duties as officer of Northrop Grumman Corporation.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 20th day of December, 2011.

/s/ Kenneth L. Bedingfield
Kenneth L. Bedingfield