FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL OMB Number: 3235-0104 Estimated average burden

0.5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940										nours per response:			0.5
1. Name and Address of Reporting Person [*] Bedingfield Kenneth L			1										
ast) (First) (Middle) 980 FAIRVIEW PARK DRIVE					4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director X Officer (give title below)			10% Owner Other (specify below)		5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line)			
(Street) FALLS CHURCH VA 22042					Corp VP, Controller &			k CAO		X Form filed by One Reporting Person Form filed by More than One Reporting Person			
(State)	(Zip)												
			Table	I - Non-De	erivative S	Securities Beneficially Owne	ed						
1. Title of Security (Instr. 4)													
See Footnote. ⁽¹⁾						0		D					
1. Title of Derivative Security (Instr. 4)					3. Title and Amount of Securities Underlying Deriv (Instr. 4)			ve Security	Exercise Price of Derivative	Form: Direct (D) or C	Ownership (Instr. 5)	
			Date Exercisable	Expiration	Title		I	Amount or Number of Shares					
	(First) (First) RK DRIVE VA (State) . 4)	reth L (First) (Middle) RK DRIVE VA 22042 (State) (Zip) 	VA 22042 (State) (Zip)	Reporting Person" teth L 2. Date of Event Requiring (Month/Day/Year) (First) (Middle) RK DRIVE 22042 (State) (Zip) Table Table Table 2. Date of Event Requiring (Month/Day/Year) 2. Date of Event Requiring (Particular States of Event Requiring (Month/Day/Year) 2. Date of Event Requiring (Month/Day/Year) 3. Date of Event Requiring (M	ror Section 3 Reporting Person* Leth L (First) (Middle) (K DRIVE VA 22042 (State) (Zip) Table I - Non-De 4) Table I - Non-De Cable Comparison C	Constant of the interval	Core of Section 30(t) of the Investment Company Act of 1940 Reporting Person Core VP, Controller Core VP, Con	eporting Person* teth L (First) (Middle) RK DRIVE VA 22042 (State) (Zip) VA 22042 (State) (Zip) Cate of Event Requiring Statement (Check all applicable) Director X Officer (give title below) Corp VP, Controller & C/ Corp VP, Controller & C/ (Instr. 4) Cate of Event Requiring Statement (Check all applicable) Director X Officer (give title below) Corp VP, Controller & C/ (Instr. 4) Corp VP, Controller & C/ (Instr. 4) Corp VP, Controller & C/ (Instr. 4) Corp VP, Controller & C/ Corp VP, Controller & C/ (Instr. 4) Corp VP, Controller & C/ (Instr. 4)	eporting Person* teth L C(First) (Middle) (First) (Middle) (VA 22042 (State) (Zip) VA 2204	eporting Person* teth L (First) (Middle) RK DRIVE VA 22042 (State) (Zip) VA 22042 (State) (Zip) Corp VP, Controller & CAO Table I - Non-Derivative Securities Beneficially Owned (not respective below) Corp VP, Controller & CAO Corp VP, Controller & CAO (Instr. 4) Corp VP, Controller & CAO Corp VP, Controller &	Piled pursuant to Section 30(h) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940 Reporting Person* teth L 2. Date of Event Requiring Statement (Month/Day/Year) (2/10/2012 3. Issuer Name and Ticker or Trading Symbol NORTHROP GRUMMAN CORP /DE/ [NoC] (First) (Middle) A. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner VA 22042 . If Amendment, Date (Check all applicable) Director 5. If Amendment, Date (Check all applicable) Director 5. If Amendment, Date (Check all applicable) Director VA 22042 . Corp VP, Controller & CAO 5. If Amendment, Date (Check all applicable) Director 5. If Amendment, Date (Check all applicable) Director VA 22042 . Corp VP, Controller & CAO 5. If Amendment, Date (Check all applicable) Director 6. Individual or Joint/Gr X Form filed to Form filed	Filed pursuant to Secturities Exchange Act of 1930 areporting Person's teth L (First) (Middle) (K DRIVE 2.0date of Event Requiring Statement (Month/Day/Year) 3. Issuer Name and Ticker or Trading Symbol NORTHROP GRUMMAN CORP /DE/ [NOC] (First) (Middle) RK DRIVE 1. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 1.0% Owner VA 22042	Reporting Person' 2. Date of Event Requiring Statement (Middle) 3. Issuer Name and Ticker or Trading Symbol (NORTHOP GRUMMAN CORP /DE/ [NOC] (First) (Middle) (Rist) (Middle) (Kbdle) 4. Relationship of Reporting Person(s) to Issuer (Check all algolicable) VA 22042 (State) (Zip) Table 1 - Non-Derivative Securities Beneficially Owned (Inst. 4) 0 Conversity of Securities Beneficially Owned (Inst. 4) Conversity of Securities Beneficially Owned (Inst. 4) Conversity of Securities Beneficially Owned (Inst. 4) 10% Ownership Form: Direct (Inst. 4) 10% Ownership Form: Direct (Inst. 4) 0 D 10% Ownership Form: Direct (Inst. 4) 10% Ownership Form: Direct (Inst. 4)

No securities of Issuer are beneficially owned by Reporting Person.

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

** 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 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.

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 u(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

- 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
 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 be
- 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, neces 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 unders: 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