

OMB APPROVAL	
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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

1. Name and Address of Reporting Person* <u>CHESTON SHEILA C.</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) Director 10% Owner Officer (give title below) Other (specify below) X <u>Corp. VP & General Counsel</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>11/11/2010</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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	11/11/2010		A ⁽¹⁾		18,925 ⁽¹⁾	A	\$64.07	18,925 ⁽²⁾	D	
Common Stock	11/11/2010		A ⁽³⁾		33,000 ⁽³⁾	A	\$64.07	51,925 ⁽⁴⁾	D	

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					
Stock Option(Right-to-Buy)	\$64.07	11/11/2010		A		79,975		11/11/2011 ⁽⁵⁾	11/11/2017	Common Stock 79,975	\$64.07	79,975	D	

Explanation of Responses:

- Grant of 18,925 unvested Restricted Performance Stock Rights (RPSRs) granted under the Issuer's 2001 Long-Term Stock Incentive Plan (LTISP) on 11/11/10 with a valuation of performance measurement period ("measurement period") ending on 12/31/12. Grant awarded pursuant to Rule 16b-3(d).
- Amount includes 18,925 unvested Restricted Performance Stock Rights (RPSRs) granted under the LTISP on 11/11/10 with a valuation of performance measurement period ending on 12/31/12. Grant awarded pursuant to Rule 16b-3(d).
- Grant of 33,000 unvested Restricted Stock Rights (RSRs) granted under the LTISP on 11/11/10 with 50% vesting in first year following grant ending on 11/11/11, and the remaining 50% vesting in second year following grant ending on 11/11/12. Grant awarded pursuant to Rule 16b-3(d).
- Amount includes 18,925 unvested RPSRs granted under the LTISP on 11/11/10 with a measurement period ending on 12/31/12; and 33,000 unvested RSRs granted under the LTISP on 11/11/10 50% vesting in first year following grant ending on 11/11/11, and the remaining 50% vesting in second year following grant ending on 11/11/2012. Grants awarded pursuant to Rule 16b-3(d).
- The option vests over a period of three years to the extent of one-third (33%) annual equal installments on 11/11/11, 11/11/12 and 11/11/13.

Kathleen M. Salmas, Attorney-in-fact for Sheila C. Cheston 11/12/2010

** 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.

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