

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
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>LIVANOS ALEXANDER 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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Corp VP & Chf Tech Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>04/29/2011</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	04/29/2011		M		3,828	A	\$47.99	71,283 ⁽¹⁾	D	
Common Stock	04/29/2011		S		3,828	D	\$62.57	67,455 ⁽¹⁾	D	
Common Stock	04/29/2011		M		4,375	A	\$48.55	71,830 ⁽¹⁾	D	
Common Stock	04/29/2011		S		4,375	D	\$62.57	67,455 ⁽¹⁾	D	
Common Stock	04/29/2011		M		51,040	A	\$41.14	118,495 ⁽¹⁾	D	
Common Stock	04/29/2011		S		51,040	D	\$62.69 ⁽²⁾	67,455 ⁽¹⁾	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						Title
Stock Option (Right-to-Buy)	\$47.99	04/29/2011		M			3,828	06/14/2005	06/14/2014	Common Stock	3,828	\$47.99	0	D	
Stock Option (Right-to-Buy)	\$48.55	04/29/2011		M			4,375	02/07/2006	02/07/2015	Common Stock	4,375	\$48.55	0	D	
Stock Option (Right-to-Buy)	\$41.14	04/29/2011		M			51,040	02/17/2010	02/17/2016	Common Stock	51,040	\$41.14	25,523	D	

Explanation of Responses:

- Total amount includes 13,343 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; 14,109 unvested RPSRs granted under the LTISP on 2/16/10, with the measurement period ending on 12/31/12; 6,741 unvested RPSRs granted under the LTISP on 2/15/11 with the measurement period ending on 12/31/13; and 6,741 Restricted Stock Rights granted under the LTISP on 2/15/11 and cliff vests 100% on the fourth anniversary from the grant date on 2/15/15. Grants awarded pursuant to Rule 16b-3(d).
- Represents the weighted average sale price of \$62.69 rounded to the nearest hundredths. The highest price at which the shares sold was \$62.770 and the lowest price at which the shares sold was \$62.57.

/s/ Kathleen M. Salmas,
 Attorney-in-Fact for Alexander 05/02/2011
 C. Livanos

** 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.