

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>PALMER JAMES F</u> _____ (Last) (First) (Middle) 2980 FAIRVIEW PARK DRIVE _____ (Street) FALLS VA 22042 _____ (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>NORTHROP GRUMMAN CORP /DE/ [NOC]</u> 3. Date of Earliest Transaction (Month/Day/Year) 09/17/2013 4. If Amendment, Date of Original Filed (Month/Day/Year)	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) <p style="text-align: right; margin-right: 50px;">Corp. VP & CFO</p> 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
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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			

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
Restricted Stock Rights	(1)	09/17/2013		A		20,253		(1)	(1)	Common Stock ⁽¹⁾	20,253	\$0.0000	116,546 ⁽²⁾	D	

Explanation of Responses:

1. Each Restricted Stock Right ("RSR") represents a contingent right to receive an equivalent number of shares of Issuer common stock, or, at the election of the Issuer's Compensation Committee, cash or a combination of cash and Issuer common stock. The RSRs were granted under the 2011 Long Term Incentive Stock Plan on September 17, 2013 and will vest on March 1, 2015.
2. Total amount includes 20,253 unvested RSRs granted under the 2011 Long-Term Incentive Stock Plan ("LTISP") on 9/17/13 that will vest on 3/1/15; 15,899 unvested RSRs granted under the LTISP on 2/20/13 that will vest on 2/20/16; 17,603 unvested RSRs granted under the LTISP on 2/15/12 that will vest on 2/15/15; 16,853 unvested RSRs granted under the 2001 Long-Term Incentive Stock Plan ("2001 LTISP") on 2/15/11 that will vest on 2/15/15; and 45,938 unvested RSRs granted under the 2001 LTISP on 2/16/10 that will vest on 2/16/14. Grants awarded pursuant to Rule 16b-3(d).

/s/ Jennifer C. McGarey,
Attorney-in-Fact 09/19/2013

** 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.