

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
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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>MILLS LINDA A</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 &amp; Pres Info Sys</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/17/2009</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year) <u>02/19/2009</u>		

**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	02/17/2009		F		1,983	D	\$44.99	27,154 <sup>(1)</sup>	D	
Common Stock	02/17/2009		J <sup>(2)</sup>		840	D <sup>(2)</sup>	\$44.99	26,314 <sup>(1)</sup>	D	
Common Stock	02/17/2009		A		21,900	A	\$44.99	44,577 <sup>(3)(6)</sup>	D	
Common Stock								4,831.8814 <sup>(7)</sup>	I	Trustee: Linda Anne Mills Living Trust U/A 3/27/00
Common Stock								7,806.578	I	See footnote. <sup>(4)</sup>

**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)	\$44.99	02/17/2009		A		126,050		02/17/2010 <sup>(5)</sup>	02/17/2016	Common Stock	126,050	\$0.00	126,050	D	

**Explanation of Responses:**

- Total amount includes 8,750 unvested Restricted Performance Stock Rights (RPSRs) granted under the 2001 Long-Term Incentive Stock Plan (LTISP) on 2/28/07 with a valuation of performance measurement period ("measurement period") ending on 12/31/09; and 9,750 RPSRs granted under the 2001 LTISP on 2/27/08, with the measurement period ending on 12/31/10. Grants awarded pursuant to Rule 16b-3(d).
- The measurement period for this installment of Restricted Performance Stock Rights (RPSRs) ended on 12/31/08, and the decrease in the number of shares represent a payout below the target for the 2008 performance period.
- Total amount includes 8,750 unvested Restricted Performance Stock Rights (RPSRs) granted under the 2001 Long-Term Incentive Stock Plan (LTISP) on 2/28/07 with a valuation of performance measurement period ("measurement period") ending on 12/31/09; 9,750 RPSRs granted under the 2001 LTISP on 2/27/08, with the measurement period ending on 12/31/10; and 21,900 RPSRs granted under the 2001 LTISP on 2/17/09 with the measurement period ending on 12/31/11. Grants awarded pursuant to Rule 16b-3(d).
- Held in the Northrop Grumman Savings and Investment Plan, a qualified profit sharing plan, as of January 30, 2009. Share totals with respect to the Plan are based upon unit accounting and therefore may reflect a decrease in units attributable to an individual though no disposition occurred.
- The option vests over a period of three years to the extent of one-third (33%) annual equal installments on 2/17/10, 2/17/11 and 2/17/12.
- Amount reflects a decrease of 3,637 vested shares that were transferred to Reporting Person's trust account on April 30, 2008.
- Amount reflects an increase of 3,637 shares transferred from Reporting Person's direct holdings to trust account on April 30, 2008. Amount includes 104,8814 dividend reinvestment shares acquired through 12/16/2008 which transactions are exempted from Section 16 and not reportable under Rule 16a-11.

/s/ Kathleen M. Salmas,  
Attorney-in-fact for Linda A. Mills      06/12/2009

\*\* 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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