

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>ASHWORTH SID</u> (Last) (First) (Middle) 2980 FAIRVIEW PARK DRIVE (Street) FALLS CHURCH VA 22042 (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) Corp VP, Government Relations |
| | 3. Date of Earliest Transaction (Month/Day/Year) 02/20/2013 | |
| | 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 | 02/20/2013 | | M | | 29,574 ⁽¹⁾ | A | \$0.0000 | 32,967 | D | |
| Common Stock | 02/20/2013 | | F | | 13,597 ⁽²⁾ | D | \$66.04 | 19,370 | 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 |
| Restricted Performance Stock Rights | (3) | 02/20/2013 | | A | | 31,172 ⁽⁴⁾ | | (3) | (3) | Common Stock | 31,172 | \$0.0000 | 80,951 ⁽⁵⁾ | D | |
| Restricted Performance Stock Rights | (3) | 02/20/2013 | | M | | | 29,574 ⁽¹⁾ | (3) | (3) | Common Stock | 29,574 | \$0.0000 | 51,377 ⁽⁶⁾ | D | |
| Restricted Stock Rights | (7) | 02/20/2013 | | A | | 7,268 | | (7) | (7) | Common Stock | 7,268 | \$66.04 | 31,570 ⁽⁸⁾ | D | |

Explanation of Responses:

- Shares issued in settlement of Restricted Performance Stock Rights ("RPSRs") granted under the 2001 Long-Term Incentive Stock Plan (the "2001 LTISP") on 11/11/10 with a valuation of performance measurement period ("measurement period") ended 12/31/12. The RPSRs were settled at 160% of target.
- Shares surrendered to issuer in payment of tax liability in connection with settlement of RPSRs in accordance with Rule 16b-3(e).
- Each Restricted Performance Stock Right ("RPSR") represents a contingent right to receive an equivalent number of shares of Issuer common stock, or, at the Issuer's election, cash or a combination of cash and Issuer common stock. The RPSRs vest if the applicable performance metric is satisfied for the relevant measurement period. Grants awarded pursuant to Rule 16b-3(d).
- The RPSRs acquired include (i) 11,090 additional vested RPSRs with respect to the measurement period ended 12/31/12 acquired due to settlement of the 2010 RPSRs held at 160% of the target award and (ii) 20,082 unvested RPSRs granted under the 2011 Long-Term Incentive Stock Plan ("LTISP") on 2/20/13 with a measurement period ending on 12/31/15.
- Total amount includes 29,574 vested RPSRs granted under the 2001 LTISP on 11/11/10 with a measurement period ended on 12/31/12; 20,082 RPSRs granted on 2/20/13 with a measurement period ending on 12/31/15; 20,509 unvested RPSRs granted under the LTISP on 2/15/12 with a measurement period ending on 12/31/14; and 10,786 unvested RPSRs granted under the 2001 LTISP on 2/15/11 with a measurement period ending on 12/31/13.
- Total amount includes 20,082 RPSRs granted on 2/20/13 with a measurement period ending on 12/31/15; 20,509 unvested RPSRs granted under the LTISP on 2/15/12 with a measurement period ending on 12/31/14; and 10,786 unvested RPSRs granted under the 2001 LTISP on 2/15/11 with a measurement period ending on 12/31/13.
- 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 LTISP on 2/20/13 and will vest on 2/20/16.
- Total amount includes 7,268 RSRs granted under the LTISP on 2/20/13 that will vest on 2/20/16; 8,047 RSRs granted under the LTISP on 2/15/12 that will vest on 2/15/15; 5,469 RSRs granted under the 2001 LTISP on 11/11/10 that will vest on 11/11/14; and 10,786 RSRs granted under the 2001 LTISP on 2/15/11 that will vest on 2/15/15.

/s/ Jennifer C. McGarey,
Attorney-in-Fact

02/22/2013

** 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.

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