Instruction 1(b)

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT (

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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 burd	len
hours per response:	0.5

1. Name and Address <u>RABINOWIT</u>)* 	2. Issuer Name and Ticker or Trading Symbol <u>NORTHROP GRUMMAN CORP /DE/</u> [NOC]		Inship of Reporting Person(s) to Issuer Il applicable) Director 10% Owner Officer (give title Other (specify below) below)		
(Last) (First) 1840 CENTURY PARK EAST		(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/17/2009		Corp. VP & Trea	,	
(Street) LOS ANGELES CA 90067		90067	4. If Amendment, Date of Original Filed (Month/Day/Year) 02/19/2009	6. Indivi Line) X	lividual or Joint/Group Filing (Check Applicable Form filed by One Reporting Person Form filed by More than One Reporting		
(City)	(State)	(Zip)			Person		

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)	Transaction Code (Instr.		4. Securities Disposed Of 5)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Common Stock	02/17/2009		F		880	D	\$44.99	18,351(1)	D	
Common Stock	02/17/2009		J ⁽²⁾		336	D ⁽²⁾	\$44.99	18,015(1)	D	
Common Stock	02/17/2009		A		9,925	Α	\$44.99	27 , 940 ⁽³⁾	D	
Common Stock								749.511	Ι	See footnote. ⁽⁴⁾

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. Transa Code (8)		of		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	Amount or Number of Shares				
Stock Option (Right-to- Buy)	\$44.99	02/17/2009		A		7,469		02/17/2010 ⁽⁵⁾	02/17/2016	Common Stock	7,469	\$0.00	7,469	D	

Explanation of Responses:

1. Total amount includes 4,500 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; 1,000 RPSRs granted under the 2001 LTISP on 8/1/07 with the measurement period ending on 12/31/09; and 6,550 unvested RPSRs granted under the 2001 LTISP on 2/27/08, with measurement period ending 12/31/10. Grants awarded pursuant to Rule 16b-3(d).

2. 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.

3. Total amount includes 4,500 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; 1,000 RPSRs granted under the 2001 LTISP on 8/1/07 with the measurement period ending on 12/31/09; 6,550 unvested 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).

4. 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.

5. 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.

<u>/s/ Kathleen M. Salmas,</u> <u>Attorney-in-fact for Mark</u> Rabinowitz

02/19/2009

Date

** Signature of Reporting Person

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

 \ast 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.