

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>Peppard Denise M.</u> (Last) (First) (Middle) 2980 FAIRVIEW PARK DRIVE (Street) FALLS CHURCH VA 22042-4511 (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 HR Ofcr</u>
	3. Date of Earliest Transaction (Month/Day/Year) 11/01/2011	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting 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)	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	11/01/2011		A		10,397	A	\$0.00	10,397 ⁽¹⁾	D	
Common Stock	11/01/2011		A		45,055	A	\$0.00	55,452 ⁽²⁾	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)	\$54.98	11/01/2011		A			44,242	11/01/2012 ⁽³⁾	11/01/2018	Common Stock	44,242	\$0	44,242	D	

Explanation of Responses:

- Grant of 10,397 unvested Restricted Performance Stock Rights (RPSRs) granted under the Issuer's 2011 Long-Term Incentive Stock Plan (LTISP) on 11/01/11 with a measurement period ending on 12/31/13. Grants awarded pursuant to Rule 16b-3(d).
- Amount includes the following grants: 10,397 unvested RPSRs granted under the LTISP on 11/01/11 with a measurement period ending on 12/31/13; 11,553 unvested Restricted Stock Rights (RSRs) granted under the LTISP on 11/01/11 that will vest on 11/01/14; 23,105 unvested RSRs one-third of which will vest on each of 11/01/12, 11/01/13 and 11/01/14, respectively; and 10,397 unvested RSRs granted under the LTISP on 11/01/11 that will vest on 11/01/15. Grants awarded pursuant to Rule 16b-3(d).
- Grant of 44,242 unvested stock options granted under the LTISP on 11/01/11. One-third of the shares subject to the options will vest on each of 11/01/12, 11/01/13 and 11/01/14, respectively.

/s/ Jennifer C. McGarey,
Attorney-in-Fact for Denise M. 11/03/2011
Peppard

** 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.