SEC Form 4

FORM 4

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

1. Name and Address of Reporting Person[*] Jones Christopher T (Last) (First) (Middle) 2980 FAIRVIEW PARK DRIVE (Street) FALLS CHURCH VA 22042 (City) (State) (Zip)	2. Issuer Name **and** Ticker or Trading Symbol NORTHROP GRUMMAN CORP /DE/ [NOC] 3. Date of Earliest Transaction (Month/Day/Year) 02/20/2013 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ☐ Director ☐ 10% Owner X Officer (give title below) ☐ Other (specify below) Corp VP & Pres Tech Svcs 6. Individual or Joint/Group Filing (Check Applicable Line) X 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	02/20/2013		M		2,340⁽¹⁾	A	$0.0000	2,340	D	
Common Stock	02/20/2013		F		774⁽²⁾	D	$66.04	1,566	D	
Common Stock								1,349.38	I	Held in Northrop Grumman Savings & Investment Plan⁽³⁾

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	Amount or Number of Shares				
Restricted Performance Stock Rights	⁽⁴⁾	02/20/2013		A		32,548⁽⁵⁾		⁽⁴⁾	⁽⁴⁾	Common Stock	32,548	$0.0000	42,829⁽⁶⁾	D	
Restricted Performance Stock Rights	⁽⁴⁾	02/20/2013		M			2,340⁽¹⁾	⁽⁴⁾	⁽⁴⁾	Common Stock	2,340	$0.0000	40,489⁽⁷⁾	D	
Restricted Stock Rights	⁽⁸⁾	02/20/2013		A		11,357		⁽⁸⁾	⁽⁸⁾	Common Stock	11,357	$66.04	24,634⁽⁹⁾	D	

Explanation of Responses:

1. Shares issued in settlement of Restricted Performance Stock Rights ("RPSRs") granted under the 2001 Long-Term Incentive Stock Plan (the "2001 LTISP") on 2/15/11 with a valuation of performance measurement period ("measurement period") ended 12/31/12. The RPSRs were settled at 200% of target.

2. Shares surrendered to issuer in payment of tax liability in connection with settlement of RPSRs in accordance with Rule 16b-3(e).

3. Held in the Northrop Grumman Savings and Investment Plan (the "Plan"), a qualified profit sharing plan, as of February 20, 2013. 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.

4. 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).

5. The RPSRs acquired include (i) 1,170 additional vested RPSRs with respect to the measurement period ended 12/31/12 acquired due to settlement of the 2010 RPSRs held at 200% of the target award and (ii) 31,378 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.

6. Total amount includes 2,340 vested RPSRs granted under the 2001 LTISP on 2/15/11 with a measurement period ended on 12/31/12; 31,378 unvested RPSRs granted under the LTISP on 2/20/13 with a measurement period ending on 12/31/15; 4,106 unvested RPSRs granted under the LTISP on 2/15/12 with a measurement period ending on 12/31/14; and 5,005 unvested RPSRs granted under the 2001 LTISP on 2/15/11 with a measurement period ending on 12/31/13.

7. Total amount includes 31,378 unvested RPSRs granted under the LTISP on 2/20/13 with a measurement period ending on 12/31/15; 4,106 unvested RPSRs granted under the LTISP on 2/15/12 with a measurement period ending on 12/31/14; and 5,005 unvested RPSRs granted under the 2001 LTISP on 2/15/11 with a measurement period ending on 12/31/13.

8. 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.

9. Total amount includes 11,357 RSRs granted under the LTISP on 2/20/13 that will vest on 2/20/16; 11,517 RSRs granted under the LTISP on 7/19/12 that will vest on 7/19/15; and 1,760 RSRs granted under the LTISP on 2/15/12 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.

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.