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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

)	Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. <i>See</i> Instruction 1(b).
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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 burden										
hours per response:	05									

1. Name and Address of Reporting Person*	2. Issuer Name and Ticker or Trading Symbol NORTHROP GRUMMAN CORP /DE/	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
<u>FAZIO VIC</u>	NOC]	X Director 10% Owner					
		Officer (give title Other (specify					
(Last) (First) (Middle) 1840 CENTURY PARK EAST	3. Date of Earliest Transaction (Month/Day/Year) 03/31/2009	below) below)					
, (Street)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)					
LOS ANGELES CA 90067		X 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)		Code (Instr.					5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
				v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(1130. 4)	
Common Stock	03/31/2009		J ⁽¹⁾		769(1)	A	\$43.64	16,125.9517(2)	Ι	See footnote. ⁽²⁾	
Common Stock								1,919	D		

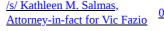
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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. Transa Code (8)		of Deriv Secu Acqu (A) or Dispo of (D)	nr osed)) r. 3, 4		7. Title Amour Securi Underl Deriva Securi and 4)	nt of ties ying tive ty (Instr. 3	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				

Explanation of Responses:

1. Shares of common stock deferred into stock unit account, including dividends, pursuant to the 1993 Stock Plan for Non-Employee Directors in a transaction exempted from Section 16 and not reportable pursuant to Rule 16b-3.

2. Represents shares of common stock held in a stock unit account pursuant to the 1993 Stock Plan for Non-Employee Directors. Amount includes 1,227.95740 shares acquired under the Issuer's Dividend Reinvestment Plan through transaction date March 16, 2009, which transactions are exempted from Section 16 and not reportable under Rule 16a-11.



04/01/2009

** 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.

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.