

**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>PALMER JAMES F</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 Officer (give title below) _____ Other (specify below)  Corp. VP & CFO
	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		55,299 <sup>(1)</sup>	A	\$0.0000	171,305	D	
Common Stock	02/20/2013		F		26,377 <sup>(2)</sup>	D	\$66.04	144,928	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		64,667 <sup>(4)</sup>		(3)	(3)	Common Stock	64,667	\$0.0000	160,946 <sup>(5)</sup>	D	
Restricted Performance Stock Rights	(3)	02/20/2013		M		55,299 <sup>(1)</sup>		(3)	(3)	Common Stock	55,299	\$0.0000	105,647 <sup>(6)</sup>	D	
Restricted Stock Rights	(7)	02/20/2013		A		15,899		(7)	(7)	Common Stock	15,899	\$66.04	96,293 <sup>(8)</sup>	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 2/16/10 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) 20,737 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) 43,930 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 55,299 vested RPSRs granted under the 2001 LTISP on 2/16/10 with a measurement period ended on 12/31/12; 43,930 unvested RPSRs granted under the LTISP on 2/20/13 with a measurement period ending on 12/31/15; 44,864 unvested RPSRs granted under the LTISP on 2/15/12 with a measurement period ending on 12/31/14; and 16,853 unvested RPSRs granted under the 2001 LTISP on 2/15/11 with a measurement period ending on 12/31/13.
- Total amount includes 43,930 unvested RPSRs granted under the LTISP on 2/20/13 with a measurement period ending on 12/31/15; 44,864 unvested RPSRs granted under the LTISP on 2/15/12 with a measurement period ending on 12/31/14; and 16,853 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 15,899 RSRs granted under the LTISP on 2/20/13 that will vest on 2/20/16; 17,603 RSRs granted under the LTISP on 2/15/12 that will vest on 2/15/15; 16,853 unvested RSRs granted under the 2001 LTISP on 2/15/11 that will vest on 2/15/15; and 45,938 unvested RSRs granted under the 2001 LTISP on 2/16/10 that will vest on 2/16/14.

/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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