

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

| OMB APPROVAL | |
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| OMB Number: | 3235-0287 |
| Estimated average burden hours per response: | 0.5 |

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

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|--|--|---|
| 1. Name and Address of Reporting Person* <u>BUSH WESLEY G</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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chmn., CEO and Pres. |
| | 3. Date of Earliest Transaction (Month/Day/Year) 02/14/2012 | |
| 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 | 02/14/2012 | | A | | 100,188 ⁽¹⁾ | A | \$60.21 | 354,949 ⁽²⁾ | D | |
| Common Stock | 02/14/2012 | | F | | 42,278 | D | \$60.21 | 312,671 ⁽³⁾ | D | |
| Common Stock | | | | | | | | 147,668 | I | Trustee: WG&NF Bush Family Trust |
| Common Stock | | | | | | | | 4,909.744 | I | 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. 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 | | | | | |
| SEP Units | (5) | | | | | | | (6) | (6) | Common Stock | 2,937.439 | 2,937.439 | D | |

Explanation of Responses:

- Shares issued in settlement of 62,618 Restricted Performance Stock Rights ("RPSRs") granted under the 2001 Long-Term Incentive Stock Plan ("LTISP") on 2/17/09 with a valuation of performance measurement period ("measurement period") ended 12/31/11. The performance shares were settled at 160% of the target award.
- Total amount includes 100,188 shares of common stock; 119,931 unvested RPSRs granted under the LTISP on 2/16/10 with a measurement period ending on 12/31/12; 67,415 unvested RPSRs granted under the LTISP on 2/15/11 with a measurement period ending on 12/31/13; and 67,415 Restricted Stock Rights granted under the LTISP on 2/15/11 that will vest on 2/15/15. Grants awarded pursuant to Rule 16b-3(d).
- Total amount includes 57,910 shares of common stock; 119,931 unvested RPSRs granted under the LTISP on 2/16/10 with a measurement period ending on 12/31/12; 67,415 unvested RPSRs granted under the LTISP on 2/15/11 with a measurement period ending on 12/31/13; and 67,415 Restricted Stock Rights granted under the LTISP on 2/15/11 that will vest on 2/15/15. Grants awarded pursuant to Rule 16b-3(d).
- Held in the Northrop Grumman Savings and Investment Plan (the "Plan"), a qualified profit sharing plan, as of February 3, 2012. 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.
- SEP units credited under the Northrop Grumman Savings Excess Plan (the "SEP Plan"), a non-qualified deferred compensation plan, as of February 13, 2012. The value of each unit is based on the price of Issuer common stock, although share totals with respect to the SEP Plan are based upon unit accounting and therefore may reflect a decrease in units attributable to an individual though no disposition occurred.
- SEP units are payable in cash following termination of the Reporting Person's employment with the Issuer.

/s/ Jennifer C. McGarey,
Attorney-in-fact for Wesley G. Bush 02/16/2012

** 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.