

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* ERVIN GARY W.			2. Issuer Name and Ticker or Trading Symbol NORTHROP GRUMMAN CORP /DE/ [NOC]			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) Corp VP & Pres Aerospace Sys		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/17/2012			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		
2980 FAIRVIEW PARK DRIVE			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) FALLS CHURCH VA 22042								
(City) (State) (Zip)								

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	02/17/2012		M		13,125	A	\$52.48	33,560	D	
Common Stock	02/17/2012		S		13,125	D	\$59.82 ⁽¹⁾	20,435	D	
Common Stock	02/17/2012		M		45,000	A	\$41.14	65,435	D	
Common Stock	02/17/2012		S		45,000	D	\$59.59 ⁽²⁾	20,435	D	
Common Stock								6,917.592	I	See footnote ⁽³⁾
Common Stock								10,154	I	Trustee: G&M Ervin Family Trust dated 5/27/06

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)	\$52.48	02/17/2012		M			13,125	(4)	08/20/2012	Common Stock	13,125	\$0	0	D	
Stock Option (Right-to-Buy)	\$41.14	02/17/2012		M			45,000	(4)	02/17/2016	Common Stock	45,000	\$0	47,869	D	
SEP Units	(5)							(6)	(6)	Common Stock	12,397.568		12,397.568	D	

Explanation of Responses:

- Represents the weighted average sale price of \$59.82 rounded to the nearest hundredth. The highest price at which the shares sold was \$59.98 and the lowest price at which the shares sold was \$59.69. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (1) and (2) of this Form 4.
- Represents the weighted average sale price of \$59.59 rounded to the nearest hundredth. The highest price at which the shares sold was \$60.01 and the lowest price at which the shares sold was \$59.48.
- Held in the Northrop Grumman Savings and Investment 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.
- The option is fully exercisable.
- 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 Gary W. Ervin 02/22/2012

** 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.

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