

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

<b>OMB APPROVAL</b>	
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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>ERVIN GARY W.</u>  (Last) (First) (Middle) <u>1840 CENTURY PARK EAST</u>  (Street) <u>LOS ANGELES CA 90067</u>  (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 <input type="checkbox"/> 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <u>Corp VP &amp; Pres Aerospace Sys</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/03/2011</u>	
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	05/03/2011		M		45,000	A	\$41.14	182,348.5 <sup>(1)</sup>	D	
Common Stock	05/03/2011		S		45,000	D	\$64.83 <sup>(2)</sup>	137,348.5 <sup>(1)</sup>	D	
Common Stock								6,528.056	I	See footnote <sup>(3)</sup>

**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)	\$41.14	05/03/2011		M			45,000	02/17/2010 <sup>(4)</sup>	02/17/2016	Common Stock	45,000	\$41.14	92,869	D	
SEP Unit	(5)							(6)	(6)	Common Stock	12,076.5643		12,076.5643	D	

**Explanation of Responses:**

- Total amount includes 23,953 unvested 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") ending on 12/31/11; 34,562 unvested RPSRs granted under the LTISP on 2/16/10, with the measurement period ending on 12/31/12; 16,853 unvested RPSRs granted under the LTISP on 2/15/11, with the measurement period ending on 12/31/13; 16,853 Restricted Stock Rights ("RSRs") granted under the LTISP on 2/15/11 and cliff vests 100% from the fourth anniversary of the grant date on 2/15/15; and 20,224 RSRs granted under the LTISP on 2/15/11 and cliff vests from the fourth anniversary of the grant date on 2/15/15. Grants awarded pursuant to Rule 16b-3(d).
- Represents the weighted average sale price of \$64.83 rounded to the nearest hundredths. The highest price at which the shares sold was \$64.96 and the lowest price at which the shares sold was \$64.82.
- Held in the Northrop Grumman Savings and Investment Plan, a qualified profit sharing plan, as of January 28, 2011. 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 was first exercisable on 2/17/2010 and it has one remaining annual installment equal to one-third (33%) of the original grant, vesting on 2/17/12.
- SEP units credited under the Northrop Grumman Savings Excess Plan (the "SEP Plan"), a non-qualified deferred compensation plan, as of March 31, 2011. 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/ Kathleen M. Salmas,  
Attorney-in-Fact for Gary W. Ervin      05/05/2011

\*\* 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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