

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

OMB APPROVAL	
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1. Name and Address of Reporting Person* <u>Warden Kathy J</u> (Last) (First) (Middle) 2980 FAIRVIEW PARK DRIVE (Street) FALLS CHURCH VA 22042 (City) (State) (Zip)	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 Info Syst
	3. Date of Earliest Transaction (Month/Day/Year) 02/13/2015	
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	02/13/2015 ⁽¹⁾		M		2,867 ⁽²⁾	A	\$0.0000	17,922	D	
Common Stock	02/13/2015 ⁽¹⁾		F		949 ⁽³⁾	D	\$167.14	16,973	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 Stock Rights	(4)	02/13/2015 ⁽¹⁾		M			2,867	(4)	(4)	Common Stock	2,867	\$0.0000	36,544 ⁽⁵⁾	D	

Explanation of Responses:

- In light of the RSR vesting date, Sunday, February 15, 2015, occurring on a weekend, and in accordance with the terms of the 2011 Long-Term Incentive Stock Plan ("LTISP"), RSR award shares were valued based on the Company's closing stock price on Friday, February 13, 2015, the immediately preceding business day. The shares were distributed into the participant's account on this date.
- Shares issued upon vesting of Restricted Stock Rights ("RSRs") granted under the LTISP on 2/15/12 that vested on 2/15/15.
- Shares surrendered to issuer in payment of tax liability in connection with vesting of RSRs in accordance with Rule 16b-3(e).
- 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.
- Total amount includes 7,560 RSRs granted under the LTISP on 2/19/14 that will vest on 2/19/17; 13,628 RSRs granted under the LTISP on 2/20/13 that will vest on 2/20/16; and 15,356 RSRs granted under the LTISP on 7/19/12 that will vest on 7/19/15.

/s/ Jennifer C. McGarey, 02/17/2015
 Attorney-in-Fact

** 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.