

MILLS LINDA A
Form 4
February 17, 2011

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
MILLS LINDA A

2. Issuer Name and Ticker or Trading Symbol
NORTHROP GRUMMAN CORP /DE/ [NOC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1840 CENTURY PARK EAST
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/15/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Corp. VP & Pres Info Sys

LOS ANGELES, CA 90067

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(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	02/15/2011		F	3,919 D \$ 69.14	56,731 ⁽¹⁾	D	
Common Stock	02/15/2011		A	13,868 A \$ 69.14	70,599 ⁽²⁾	D	
Common Stock	02/15/2011		A	13,868 D \$ 69.14	84,467 ⁽³⁾	D	
Common Stock					14,521.5265	I	Trustee: Linda Anne Mills Living

Common Stock	8,584.694	I	Trust U/A 3/27/00 See footnote. (4)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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 Underlying Security (Instr. 3 and 4)
				Code V (A) (D)		Date Exercisable Expiration Date	Title
Stock Option (Right-to-Buy)	\$ 69.14	02/15/2011		A	59,011	02/15/2012 ⁽⁵⁾ 02/15/2018	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships
MILLS LINDA A 1840 CENTURY PARK EAST LOS ANGELES, CA 90067	Director 10% Owner Officer Other Corp. VP & Pres Info Sys

Signatures

/s/ Kathleen M. Salmas, Attorney-in-fact for Linda A. Mills
02/17/2011

**Signature of Reporting Person Date

Explanation of Responses:

- * 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).
- (1) Total amount includes 21,900 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; and 29,000 unvested RPSRs granted under the LTISP on 2/16/10, with the measurement period ending on 12/31/12. Grants awarded pursuant

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to Rule 16b-3(d).

- Total amount includes 21,900 unvested RPSRs granted under the LTISP on 2/17/09 with a measurement period ending on 12/31/11;
- (2) 29,000 unvested RPSRs granted under the LTISP on 2/16/10, with the measurement period ending on 12/31/12; 13,868 unvested RPSRs granted under the LTISP on 2/15/11, with the measurement period ending on 12/31/13. Grants awarded pursuant to Rule 16b-3(d).

- Total amount includes 21,900 unvested RPSRs granted under the LTISP on 2/17/09 with a measurement period ending on 12/31/11; 29,000 unvested RPSRs granted under the LTISP on 2/16/10, with the measurement period ending on 12/31/12; 13,868 unvested RPSRs
- (3) granted under the LTISP on 2/15/11, with the measurement period ending on 12/31/13; and 13,868 Restricted Stock Rights ("RSRs") granted under the LTISP on 2/15/11 and cliff vests 100% on the fourth anniversary from the grant date on 2/15/15. Grants awarded pursuant to Rule 16b-3(d).

- Held in the Northrop Grumman Savings and Investment Plan, a qualified profit sharing plan, as of January 28, 2011. Share totals with
- (4) 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.

- (5) The option vests over a period of three years to the extent of one-third (33%) annual equal installments on 2/15/12, 2/15/13 and 2/15/14.

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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