

LIVANOS ALEXANDER C
 Form 4
 May 02, 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 *
 LIVANOS ALEXANDER C

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)
 04/29/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Corp VP & Chf Tech Officer

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) | (A) or (D) | 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|---|--|--|
| Common Stock | 04/29/2011 | | M | 3,828 | A | \$ 47.99 71,283 ⁽¹⁾ | D | |
| Common Stock | 04/29/2011 | | S | 3,828 | D | \$ 62.57 67,455 ⁽¹⁾ | D | |
| Common Stock | 04/29/2011 | | M | 4,375 | A | \$ 48.55 71,830 ⁽¹⁾ | D | |
| Common Stock | 04/29/2011 | | S | 4,375 | D | \$ 62.57 67,455 ⁽¹⁾ | D | |
| Common Stock | 04/29/2011 | | M | 51,040 | A | \$ 41.14 118,495 ⁽¹⁾ | D | |

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|--------------|------------|---|--------|---|---------------------------|-----------------------|---|
| Common Stock | 04/29/2011 | S | 51,040 | D | \$ 62.69 <u>(2)</u> | 67,455 ⁽¹⁾ | D |
|--------------|------------|---|--------|---|---------------------------|-----------------------|---|

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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 control number.

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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 Amount of Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Stock Option (Right-to-Buy) | \$ 47.99 | 04/29/2011 | | M | 3,828 | 06/14/2005 06/14/2014 | Common Stock 3 |
| Stock Option (Right-to-Buy) | \$ 48.55 | 04/29/2011 | | M | 4,375 | 02/07/2006 02/07/2015 | Common Stock 4 |
| Stock Option (Right-to-Buy) | \$ 41.14 | 04/29/2011 | | M | 51,040 | 02/17/2010 02/17/2016 | Common Stock 51 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--|---|
| | Director 10% Owner Officer Other |
| LIVANOS ALEXANDER C 1840 CENTURY PARK EAST LOS ANGELES, CA 90067 | Corp VP & Chf Tech Officer |

Signatures

/s/ Kathleen M. Salmas, Attorney-in-Fact for Alexander C. Livanos

05/02/2011

**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).

Total amount includes 13,343 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; 14,109 unvested RPSRs granted under the LTISP on 2/16/10, with the measurement period ending on 12/31/12; 6,741 unvested RPSRs

(1) granted under the LTISP on 2/15/11 with the measurement period ending on 12/31/13; and 6,741 Restricted Stock Rights 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).

(2) Represents the weighted average sale price of \$62.69 rounded to the nearest hundredths. The highest price at which the shares sold was \$62.770 and the lowest price at which the shares sold was \$62.57.

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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