

VICE THOMAS E
Form 3
June 10, 2010

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â VICE THOMAS E		(Month/Day/Year)	NORTHROP GRUMMAN CORP /DE/ [NOC]	
(Last)	(First)	06/03/2010		
1840 CENTURY PARK EAST			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)				
LOS ANGELES,Â CAÂ 90067				
(City)	(State)	(Zip)		

(Check all applicable)

<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
<input checked="" type="checkbox"/> Officer	<input type="checkbox"/> Other
(give title below) (specify below)	
Corp VP & Pres Tech Servs	

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

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	45,063.5 ⁽¹⁾	D	Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Title	Amount or Number of	Security	

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				Shares		(I) (Instr. 5)	
Stock Option (Right-to-Buy)	08/15/2002 ⁽²⁾	08/15/2011	Common Stock	9,000	\$ 39.28	D	Â
Stock Option (Right-to-Buy)	08/20/2003 ⁽²⁾	08/20/2012	Common Stock	9,000	\$ 57.4	D	Â
Stock Option (Right-to-Buy)	08/20/2004 ⁽²⁾	08/20/2013	Common Stock	10,000	\$ 47.11	D	Â
Stock Option (Right-to-Buy)	06/14/2005 ⁽²⁾	06/14/2014	Common Stock	11,000	\$ 52.485	D	Â
Stock Option (Right-to-Buy)	02/17/2010 ⁽³⁾	02/17/2016	Common Stock	5,835	\$ 44.99	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
VICE THOMAS E 1840 CENTURY PARK EAST LOS ANGELES, CA 90067	Â	Â	Â Corp VP & Pres Tech Servs	Â

Signatures

/s/ Kathleen M. Salmas, Attorney-in-fact for Thomas E.
Vice

06/10/2010

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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 6,425 unvested Restricted Performance Stock Rights (RPSRs) granted under the 2001 Long-Term Incentive Stock Plan (LTISP) on 2/27/08 with a valuation of performance measurement period ("measurement period") ending on 12/31/10; 12,177 unvested RPSRs granted under the LTISP on 2/17/09 with measurement period ending on 12/31/11; and 10,319 unvested RPSRs granted under the LTISP on 2/16/10 with measurement period ending on 12/31/12. RPSR grants awarded pursuant to Rule 16b-3(d)(3).

(2) The option vests in four equal installments (25%) on each anniversary of grant date.

(3) The option vests over a period of three years to the extent of one-third (33%) annual equal installments on 2/17/10, 2/17/11 and 2/17/12.

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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