

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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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)	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	04/29/2011		M		3,828	A	\$ 47.99
Common Stock	04/29/2011		S		3,828	D	\$ 62.57
Common Stock	04/29/2011		M		4,375	A	\$ 48.55
Common Stock	04/29/2011		S		4,375	D	\$ 62.57
Common Stock	04/29/2011		M		51,040	A	\$ 41.14

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

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

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
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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