

HEINTZ KENNETH N

Form 4

February 19, 2009

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
HEINTZ KENNETH N

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)

LOS ANGELES, CA 90067

3. Date of Earliest Transaction
(Month/Day/Year)
02/17/2009

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

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
Corporate VP, Controller & CAO

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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)
Common Stock	02/17/2009		F	V Amount (A) or (D) Price 2,516 A \$ 44.99	37,714 ⁽¹⁾	D	
Common Stock	02/17/2009		J ⁽²⁾	960 D ⁽²⁾ 44.99	36,754 ⁽¹⁾	D	
Common Stock	02/17/2009		A	17,201 D 44.99	53,955 ⁽³⁾	D	
Common Stock					50.955	I	See footnote. ⁽⁴⁾

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 Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
HEINTZ KENNETH N 1840 CENTURY PARK EAST LOS ANGELES, CA 90067	Corporate VP, Controller & CAO

Signatures

/s/ Kathleen M Salmas, Attorney-in-fact for Kenneth N.
Heintz

02/19/2009

__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 5,000 unvested Restricted Stock Rights granted under the 2001 Long-Term Incentive Stock Plan (LTISP) on 2/21/07 with 100% vesting on 2/21/11; 10,000 unvested Restricted Performance Stock Rights (RPSRs) granted under the 2001 LTISP on 2/28/07 with a valuation of performance measurement period ("measurement period") ending on 12/31/09; and 10,400 RPSRs granted under the 2001 LTISP on 2/27/08 with the measurement period ending 12/31/10. Grants awarded pursuant to Rule 16b-3(d).
- (2) The measurement period for this installment of Restricted Performance Stock Rights (RPSRs) ended on 12/31/08, and the decrease in the number of shares represent a payout below the target for the 2008 performance period.
- (3) Total amount includes 5,000 unvested Restricted Stock Rights granted under the 2001 Long-Term Incentive Stock Plan (LTISP) on 2/21/07 with 100% vesting on 2/21/11; 10,000 unvested Restricted Performance Stock Rights (RPSRs) granted under the 2001 LTISP on 2/28/07 with a valuation of performance measurement period ("measurement period") ending on 12/31/09; 10,400 RPSRs granted under the 2001 LTISP on 2/27/08 with the measurement period ending 12/31/10; and 17,201 RPSRs granted under the 2001 LTISP on 2/17/09

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with the measurement period ending on 12/31/11. Grants awarded pursuant to Rule 16b-3(d).

- (4) Held in the Northrop Grumman Savings and Investment Plan, a qualified profit sharing plan, as of January 30, 2009. Share totals with 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.

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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