

FLACH GLORIA A  
Form 3  
March 02, 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 <b>and</b> Ticker or Trading Symbol                         |  |
| Â FLACH GLORIA A                          |         | (Month/Day/Year)                     | NORTHROP GRUMMAN CORP /DE/ [NOC]   |  |
| (Last)                                    | (First) | (Middle)                             | 03/01/2010   |  |
| 1840 CENTURY PARK EAST                    |         |                                      | 4. Relationship of Reporting Person(s) to Issuer                           | 5. If Amendment, Date Original Filed(Month/Day/Year)                   |
| (Street)                                  |         |                                      | (Check all applicable)   |  |
| LOS ANGELES,Â CAÂ 90067                   |         |                                      | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner       | 6. Individual or Joint/Group Filing(Check Applicable Line)             |
| (City)                                    | (State) | (Zip)                                | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
|   |         |                                      | (give title below) (specify below)   | <input type="checkbox"/> Form filed by More than One Reporting Person  |
|   |         |                                      | Corp VP Pres Ent Shared Servs  |  |

**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                    | 38,579 <sup>(1)</sup>                                 | D  | Â   |

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

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**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   | Expiration Date   | Title  | Amount or Number of  |   |

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|                                |                           |            |                 | Shares |           | (I)<br>(Instr. 5) |   |
|--------------------------------|---------------------------|------------|-----------------|--------|-----------|-------------------|---|
| Stock Option<br>(Right-to-Buy) | 02/16/2011 <sup>(2)</sup> | 02/16/2017 | Common<br>Stock | 54,550 | \$ 59.56  | D                 | Â |
| Stock Option<br>(Right-to-Buy) | 02/17/2010 <sup>(3)</sup> | 02/17/2016 | Common<br>Stock | 6,536  | \$ 44.99  | D                 | Â |
| Stock Option<br>(Right-to-Buy) | 10/01/2005 <sup>(4)</sup> | 10/01/2014 | Common<br>Stock | 800    | \$ 53.7   | D                 | Â |
| Stock Option<br>(Right-to-Buy) | 06/14/2005 <sup>(4)</sup> | 06/14/2014 | Common<br>Stock | 3,000  | \$ 52.485 | D                 | Â |
| Stock Option<br>(Right-to-Buy) | 08/20/2004 <sup>(4)</sup> | 08/20/2013 | Common<br>Stock | 3,000  | \$ 47.11  | D                 | Â |
| Stock Option<br>(Right-to-Buy) | 08/20/2003 <sup>(4)</sup> | 08/20/2012 | Common<br>Stock | 2,700  | \$ 57.4   | D                 | Â |
| Stock Option<br>(Right-to-Buy) | 08/15/2002 <sup>(4)</sup> | 08/15/2011 | Common<br>Stock | 3,000  | \$ 39.28  | D                 | Â |
| Stock Option<br>(Right-to-Buy) | 05/16/2002 <sup>(5)</sup> | 05/16/2010 | Common<br>Stock | 1,900  | \$ 38.13  | D                 | Â |

## Reporting Owners

| Reporting Owner Name / Address                                    | Relationships |           |                                       |       |
|---|---------------|-----------|---------------------------------------|-------|
|   | Director      | 10% Owner | Officer                               | Other |
| FLACH GLORIA A<br>1840 CENTURY PARK EAST<br>LOS ANGELES, CA 90067 | Â             | Â         | Â Corp VP<br>Pres Ent<br>Shared Servs | Â     |

## Signatures

Kathleen M. Salmas, Attorney-in-fact for Gloria A. Flach 03/02/2010

\_\_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).

- Total amount includes 4,636 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; 11,873 unvested RPSRs granted under the LTISP on 2/17/09 with measurement period ending on 12/31/11; and 12,900 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).
- (1) The option vests over a period of three years to the extent of one-third (33%) annual equal installments on 2/16/11, 2/16/12 and 2/16/13.
  - (2) 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.
  - (3) The option vests in four equal installments (25%) on each anniversary of grant date.
  - (4) The option vests on 2nd anniversary of grant date.

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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