

LIVANOS ALEXANDER C

Form 4

February 17, 2011

**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 \*  
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)  
02/15/2011

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ 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)  
\_\_\_\_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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-----------------------------------------|
| Common<br>Stock                       | 02/15/2011                              |                                                             | F                                    | 4,523 D                                                                 | \$<br>69.14                                                                                                        | 51,621 <sup>(1)</sup>                                                | D                                       |
| Common<br>Stock                       | 02/15/2011                              |                                                             | A                                    | 6,164 A                                                                 | \$<br>69.14                                                                                                        | 57,785 <sup>(2)</sup>                                                | D                                       |
| Common<br>Stock                       | 02/15/2011                              |                                                             | A                                    | 6,164 A                                                                 | \$<br>69.14                                                                                                        | 63,949 <sup>(3)</sup>                                                | 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  
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SEC 1474  
(9-02)

number.

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Underlying Se<br>(Instr. 3 and 4) |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code V (A) (D)                       |                                                                                                              | Date Exercisable<br>Expiration<br>Date                         | Title                                             |
| Stock Option<br>(Right-to-Buy)                      | \$ 69.14                                                           | 02/15/2011                              |                                                             | A                                    | 26,227                                                                                                       | 02/15/2012 <sup>(4)</sup> 02/15/2018                           | Common<br>Stock                                   |

## Reporting Owners

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

## Signatures

/s/ Kathleen M. Salmas, Attorney-in-fact for Alexander C.  
Livanos 02/17/2011

\_\_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).

(1) Total amount includes 12,200 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; and 12,900 unvested RPSRs granted under the LTISP on 2/16/10, with the measurement period ending on 12/31/12. Grants awarded pursuant to Rule 16b-3(d).

(2) Total amount includes 12,200 unvested RPSRs granted under the LTISP on 2/17/09 with a measurement period ending on 12/31/11; 12,900 unvested RPSRs granted under the LTISP on 2/16/10 with the measurement period ending on 12/31/12; 6,164 unvested RPSRs granted under the LTISP on 2/15/11 with the measurement period ending on 12/31/13. Grants awarded pursuant to Rule 16b-3(d).

(3) Total amount includes 12,200 unvested RPSRs granted under the LTISP on 2/17/09 with a measurement period ending on 12/31/11; 12,900 unvested RPSRs granted under the LTISP on 2/16/10 with the measurement period ending on 12/31/12; 6,164 unvested RPSRs granted under the LTISP on 2/15/11 with the measurement period ending on 12/31/13; and 6,164 Restricted Stock Rights ("RSRs") 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).

(4) The option vests over a period of three years to the extent of one-third (33%) annual equal installments on 2/15/12, 2/15/13 and 2/15/14.

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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