

ERVIN GARY W.  
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 \*  
ERVIN GARY W.

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 & Pres Aerospace Sys

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>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>Indirect<br>Beneficial<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|---------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 02/15/2011                              |                                                             | F                                    | V Amount (A) or (D) Price<br>5,321 D \$ 69.14                       | 78,403.5 <sup>(1)</sup>                                                                                            | D                                                                    |                                                                   |
| Common<br>Stock                       | 02/15/2011                              |                                                             | A                                    | 15,409 A \$ 69.14                                                   | 93,812.5 <sup>(2)</sup>                                                                                            | D                                                                    |                                                                   |
| Common<br>Stock                       | 02/15/2011                              |                                                             | A                                    | 33,900 A \$ 69.14                                                   | 127,712.5 <sup>(3)</sup>                                                                                           | D                                                                    |                                                                   |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                     | 6,148.939                                                                                                          | I                                                                    | See<br>footnote.<br><sup>(4)</sup>                                |

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<br>Derivative 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<br>(Instr. 3 and |                    |                 |
|--------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|---------------------------------------------|--------------------|-----------------|
|                                                  |                                                                    |                                         |                                                             | Code                                 | V                                                                                                            | (A)                                                            | (D) | Date Exercisable                            | Expiration<br>Date | Title           |
| Stock Option<br>(Option-to-Buy)                  | \$ 69.14                                                           | 02/15/2011                              |                                                             | A                                    |                                                                                                              | 65,568                                                         |     | 02/15/2012 <sup>(5)</sup>                   | 02/15/2018         | Common<br>Stock |

## Reporting Owners

| Reporting Owner Name / Address                                   | Relationships                    |
|------------------------------------------------------------------|----------------------------------|
|                                                                  | Director 10% Owner Officer Other |
| ERVIN GARY W.<br>1840 CENTURY PARK EAST<br>LOS ANGELES, CA 90067 | Corp VP & Pres Aerospace Sys     |

## Signatures

Kathleen M. Salmas, Attorney-in-fact for Gary W.  
Ervin

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 21,900 unvested Restricted Performance Stock Rights (RPSRs) granted under the 2001 Long-Term Incentive Stock Plan (LTISP) on 2/17/09, with the valuation of performance measurement period ("measurement period") ending 12/31/11; and 31,600 unvested RPSRs granted under the 2001 LTISP on 2/16/10, with measurement period ending on 12/31/12. Grants awarded pursuant to Rule 16b-3(d).
- (2) Total amount includes 21,900 unvested RPSRs granted under the LTISP on 2/17/09, with the measurement period ending 12/31/11; 31,600 unvested RPSRs granted under the LTISP on 2/16/10, with measurement period ending on 12/31/12; and 15,409 unvested RPSRs granted under the LTISP on 2/15/11, with the measurement period ending 12/31/13. Grants awarded pursuant to Rule 16b-3(d).
- (3) Total amount includes 21,900 unvested RPSRs granted under the LTISP on 2/17/09, with the measurement period ending 12/31/11; 31,600 unvested RPSRs granted under the LTISP on 2/16/10, with measurement period ending on 12/31/12; 15,409 unvested RPSRs granted under the LTISP on 2/15/11, with the measurement period ending 12/31/13; and 15,409 unvested

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Restricted Stock Rights ("RSRs") plus an additional 18,491 RSRs (totaling 33,900 RSRs) granted under the LTISP on 2/15/11, each cliff vests 100% from the fourth anniversary of the grant date on 2/15/15. 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 28, 2011. 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.
- (5) 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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