

HEINTZ KENNETH N

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 *
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)

3. Date of Earliest Transaction
(Month/Day/Year)
02/15/2011

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

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 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 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	02/15/2011		F	V Amount (A) or (D) Price 3,965 D \$ 69.14	61,674 ⁽¹⁾	D	
Common Stock	02/15/2011		A	11,938 A \$ 69.14	73,612 ⁽²⁾	D	
Common Stock					81.871	I	See footnote. ⁽³⁾

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

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SEC 1474
(9-02)

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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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 10)
				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

02/17/2011

____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 includes 5,000 unvested Restricted Stock Rights (RSRs) granted under the 2001 Long Term Incentive Stock Plan (LTISP) on 2/21/07 with 100% vesting on 2/21/11; 17,201 unvested Restricted Performance Stock Rights (RPSRs) granted under the 2001 LTISP on 2/17/09 with a valuation of performance measurement period ("measurement period") ending on 12/31/11; and 16,175 RPSRs granted under the LTISP on 2/16/10 with the measurement period ending 12/31/12. Grants awarded pursuant to Rule 16b-3(d).

(2) Total amount includes 5,000 unvested RSRs granted under the LTISP on 2/21/07 with 100% vesting on 2/21/11; 17,201 unvested RPSRs granted under the LTISP on 2/17/09 with a measurement period ending on 12/31/11; 16,175 RPSRs granted under the LTISP on 2/16/10 with the measurement period ending 12/31/12; and 11,938 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) 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.

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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