

PALMER JAMES F
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 *
PALMER JAMES F

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 ____ Other (specify
below) below)
Corp. VP & CFO

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 (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	02/15/2011		F	V Amount (A) or (D) Price 8,355 D \$ 69.14	150,369 ⁽¹⁾	D	
Common Stock	02/15/2011		A	15,409 A \$ 69.14	165,778 ⁽²⁾	D	
Common Stock	02/15/2011		A	15,409 A \$ 69.14	181,187 ⁽³⁾	D	

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

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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 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 Underlying Security (Instr. 3 and 4)
				Code V (A) (D)		Date Exercisable Expiration Date	Title
Stock Option (Right-to-Buy)	\$ 69.14	02/15/2011		A	65,568	02/15/2012 ⁽⁴⁾ 02/15/2018	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
PALMER JAMES F 1840 CENTURY PARK EAST LOS ANGELES, CA 90067	Corp. VP & CFO

Signatures

Kathleen M. Salmas, Attorney-in-fact for James F. Palmer
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 10,000 remaining unvested Restricted Stock Rights ("RSRs") granted pursuant to the 2001 Long Term Incentive Stock Plan (LTISP) on 3/12/07 with next scheduled 25% annual installment vesting on 3/12/11; 28,000 unvested Restricted Performance Stock Rights (RPSRs) granted under the LTISP on 2/17/09 with the valuation of performance measurement period ("measurement period") ending on 12/31/11; 31,600 RPSRs granted under the LTISP on 2/16/10 with the measurement period ending on 12/31/12; and 42,000 RSRs granted pursuant to the LTISP on 2/16/10 and cliff vests four years from date of grant on 2/16/14. Grants awarded pursuant to Rule 16b-3(d).
- (2) Total amount includes 10,000 remaining unvested RSRs granted pursuant to the LTISP on 3/12/07 with next scheduled 25% annual installment vesting on 3/12/11; 28,000 unvested RPSRs granted under the LTISP on 2/17/09 with the measurement period ending on 12/31/11; 31,600 RPSRs granted under the LTISP on 2/16/10 with the measurement period ending on 12/31/12; 42,000 RSRs granted pursuant to the LTISP on 2/16/10 and cliff vests four years from date of grant on 2/16/14; and 15,409 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 10,000 remaining unvested RSRs granted pursuant to the LTISP on 3/12/07 with next scheduled 25% annual installment vesting on 3/12/11; 28,000 unvested RPSRs granted under the LTISP on 2/17/09 with the measurement period ending on 12/31/11; 31,600 RPSRs granted under the LTISP on 2/16/10 with the measurement period ending on 12/31/12; 42,000 RSRs granted pursuant to the LTISP on 2/16/10 and cliff vests four years from date of grant on 2/16/14; 15,409 RPSRs granted

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under the LTISP on 2/15/11 with the measurement period ending on 12/31/13; and 15,409 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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