

VICE THOMAS E
Form 4
February 16, 2012

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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
VICE THOMAS E

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)
2980 FAIRVIEW PARK DRIVE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/14/2012

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)
Corp VP & Pres Tech Servs

FALLS CHURCH, VA 22042

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)
			Code	V	Amount (1)	(A) or (D)	Price
Common Stock	02/14/2012		A		21,308 (1)	A	\$ 60.21
					93,269.5 (2)	D	
Common Stock	02/14/2012		F		8,692	D	\$ 60.21
					84,577.5 (3)	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
required to respond unless the form
displays a currently valid OMB control
number.**

SEC 1474
(9-02)

Edgar Filing: VICE THOMAS E - Form 4

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. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				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

VICE THOMAS E
2980 FAIRVIEW PARK DRIVE
FALLS CHURCH, VA 22042

Corp VP & Pres Tech Servs

Signatures

/s/ Jennifer C. McGarey, Attorney-in-fact for Thomas E.
Vice

02/16/2012

**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).

Shares issued in settlement of 13,318 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") ended 12/31/11. The performance shares were settled at 160% of the target award.

(1) Total amount includes 41,807.5 shares of common stock; 11,286 unvested RPSRs granted under the LTISP on 2/16/10 with a measurement period ending on 12/31/12; 9,843 unvested RPSRs granted under the LTISP on 8/3/10 with a measurement period ending on 12/31/12; 10,111 unvested RPSRs granted under the LTISP on 2/15/11 with the measurement period ending on 12/31/13; 10,111 Restricted Stock Rights ("RSRs") granted under the LTISP on 2/15/11 that will vest on 2/15/15; and 10,111 RSRs granted under the LTISP on 2/15/11 that will vest on 2/15/15. Grants awarded pursuant to Rule 16b-3(d).

(2) Total amount includes 33,115.5 shares of common stock; 11,286 unvested RPSRs granted under the LTISP on 2/16/10 with a valuation of performance measurement period ("measurement period") ending on 12/31/12; 9,843 unvested RPSRs granted under the LTISP on 8/3/10 with a measurement period ending on 12/31/12; 10,111 unvested RPSRs granted under the LTISP on 2/15/11 with the measurement period ending on 12/31/13; 10,111 RSRs granted under the LTISP on 2/15/11 that will vest on 2/15/15; and 10,111 RSRs granted under the LTISP on 2/15/11 that will vest on 2/15/15. Grants awarded pursuant to Rule 16b-3(d).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.