

HEINTZ KENNETH N
Form 4
February 18, 2010

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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

(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)
02/16/2010

____ Director
 Officer (give title below) _____ 10% Owner
_____ 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)
 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 02/16/2010 | | F | 3,191 D \$ 59.56 | 50,764 ⁽¹⁾ | D | |
| Common Stock | 02/16/2010 | | J ⁽²⁾ | 1,300 <u>D</u> ⁽²⁾ \$ 59.56 | 49,464 ⁽¹⁾ | D | |
| Common Stock | 02/16/2010 | | A | 16,175 A \$ 59.56 | 65,639 ⁽³⁾ | D | |
| Common Stock | | | | | 50,955 ⁽⁴⁾ | I | See footnote. |

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 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 Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | 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
 **Signature of Reporting Person
 02/18/2010
 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 5,000 unvested Restricted Stock Rights granted under the 2001 Long-Term Incentive Stock Plan (LTISP) on 2/21/07 with 100% vesting on 2/21/11; 10,400 unvested Restricted Performance Stock Rights (RPSRs) granted under the 2001 LTISP on 2/27/08 with a valuation of performance measurement period ("measurement period") ending on 12/31/10; and 17,201 RPSRs granted under the 2001 LTISP on 2/17/09 with the measurement period ending 12/31/11. Grants awarded pursuant to Rule 16b-3(d).
 - (2) The measurement period for this installment of Restricted Performance Stock Rights (RPSRs) ended on 12/31/09, and the decrease in the number of shares represent a payout below the target for the 2009 performance period.
 - (3) Total amount includes 5,000 unvested Restricted Stock Rights granted under the 2001 Long-Term Incentive Stock Plan (LTISP) on 2/21/07 with 100% vesting on 2/21/11; 10,400 unvested Restricted Performance Stock Rights (RPSRs) granted under the 2001 LTISP on 2/27/08 with a valuation of performance measurement period ("measurement period") ending on 12/31/10; 17,201 RPSRs granted under the 2001 LTISP on 2/17/09 with the measurement period ending 12/31/11; and 16,175 RPSRs granted under the 2001 LTISP on 2/16/10

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with the measurement period ending 12/31/12. Grants awarded pursuant to Rule 16b-3(d).

- Held in the Northrop Grumman Savings and Investment Plan, a qualified profit sharing plan, as of January 29, 2010. Share totals with
- (4) 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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