LIVANOS ALEXANDER C

Form 4 May 02, 2011

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

Check this box

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 See Instruction

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * LIVANOS ALEXANDER C

(First)

1840 CENTURY PARK EAST

2. Issuer Name and Ticker or Trading

Symbol

NORTHROP GRUMMAN CORP

/DE/ [NOC]

(Month/Day/Year) 04/29/2011

(Street)

(Middle)

4. If Amendment, Date Original Filed(Month/Day/Year)

3. Date of Earliest Transaction

5. Relationship of Reporting Person(s) to

OMB

Number:

Expires:

response...

Estimated average

burden hours per

OMB APPROVAL

3235-0287

January 31,

2005

0.5

Issuer

(Check all applicable)

Director 10% Owner Other (specify _X__ Officer (give title below)

Corp VP & Chf Tech Officer

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

LOS ANGELES, CA 90067

(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. Transactio Code (Instr. 8)	4. Securit or(A) or Di (Instr. 3,	sposed	of (D)	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	04/29/2011		Code V M	Amount 3,828	(D)	Price \$ 47.99	71,283 <u>(1)</u>	D			
Common Stock	04/29/2011		S	3,828	D	\$ 62.57	67,455 <u>(1)</u>	D			
Common Stock	04/29/2011		M	4,375	A	\$ 48.55	71,830 (1)	D			
Common Stock	04/29/2011		S	4,375	D	\$ 62.57	67,455 <u>(1)</u>	D			
Common Stock	04/29/2011		M	51,040	A	\$ 41.14	118,495 <u>(1)</u>	D			

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Common Stock S 51,040 D \$ 51,040 D 62.69 67,455 (1) D

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

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SEC 1474

(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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amo Underlying Secu (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	An or Nu of
Stock Option (Right-to-Buy)	\$ 47.99	04/29/2011		M	3,828	06/14/2005	06/14/2014	Common Stock	3
Stock Option (Right-to-Buy)	\$ 48.55	04/29/2011		M	4,375	02/07/2006	02/07/2015	Common Stock	4
Stock Option (Right-to-Buy)	\$ 41.14	04/29/2011		M	51,040	02/17/2010	02/17/2016	Common Stock	51

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

LIVANOS ALEXANDER C 1840 CENTURY PARK EAST LOS ANGELES, CA 90067

Corp VP & Chf Tech Officer

Signatures

/s/ Kathleen M. Salmas, Attorney-in-Fact for Alexander C. Livanos 05/02/2011

**Signature of Reporting Person Date

Reporting Owners 2

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).
 - Total amount includes 13,343 unvested 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") ending on 12/31/11;
- (1) 14,109 unvested RPSRs granted under the LTISP on 2/16/10, with the measurement period ending on 12/31/12; 6,741 unvested RPSRs granted under the LTISP on 2/15/11 with the measurement period ending on 12/31/13; and 6,741 Restricted Stock Rights 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).
- (2) Represents the weighted average sale price of \$62.69 rounded to the nearest hundredths. The highest prince at which the shares sold was \$62.770 and the lowest price at which the shares sold was \$62.57.

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.