ERVIN GARY W.

Form 4 May 05, 2011

## FORM 4

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

**OMB** 3235-0287

**OMB APPROVAL** 

Check this box if no longer

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Number: January 31, Expires: 2005

subject to Section 16. Form 4 or Form 5

**SECURITIES** 

Estimated average burden hours per response... 0.5

obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * ERVIN GARY W.			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) 1840 CENTUR	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 05/03/2011	Director 10% Owner _X_ Officer (give title Other (specify below)  Corp VP & Pres Aerospace Sys		
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Che Applicable Line) _X_ Form filed by One Reporting Person		
LOS ANGELES, CA 90067				Form filed by More than One Reporting Person		

LOS	AN	GEL	LES,	CA	900	6/

(City)	(State)	(Zip) Tabl	e I - Non-D	Derivative	Securi	ities Acqu	uired, Disposed of	, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securit on(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	05/03/2011		M	45,000	A	\$ 41.14	182,348.5 <u>(1)</u>	D	
Common Stock	05/03/2011		S	45,000	D	\$ 64.83 (2)	137,348.5 (1)	D	
Common Stock							6,528.056	I	See footnote (3)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (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. Transactic Code (Instr. 8)	5. Number of onDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisab Expiration Date (Month/Day/Year		7. Title and A Underlying Se (Instr. 3 and 4
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title
Stock Option (Right-to-Buy)	\$ 41.14	05/03/2011		M	45,000	02/17/2010(4)	02/17/2016	Common Stock
SEP Unit	<u>(5)</u>					<u>(6)</u>	<u>(6)</u>	Common Stock

### **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

ERVIN GARY W. 1840 CENTURY PARK EAST LOS ANGELES, CA 90067

Corp VP & Pres Aerospace Sys

### **Signatures**

/s/ Kathleen M. Salmas, Attorney-in-Fact for Gary  $\boldsymbol{W}.$ 

Ervin 05/05/2011

\*\*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).

Total amount includes 23,953 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; 34,562 unvested RPSRs granted under the LTISP on 2/16/10, with the measurement period ending on 12/31/12; 16,853 unvested RPSRs

- (1) granted under the LTISP on 2/15/11, with the measurement period ending on 12/31/13; 16,853 Restricted Stock Rights ("RSRs") granted under the LTISP on 2/15/11 and cliff vests 100% from the fourth anniversary of the grant date on 2/15/15; and 20,224 RSRs granted under the LTISP on 2/15/11 and cliff vests from the fourth anniversary of the grant date on 2/15/15. Grants awarded pursuant to Rule 16b-3(d).
- (2) Represents the weighted average sale price of \$64.83 rounded to the nearest hundredths. The highest price at which the shares sold was \$64.96 and the lowest price at which the shares sold was \$64.82.
- (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

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disposition occurred.

- (4) The option was first exercisable on 2/17/2010 and it has one remaining annual installment equal to one-third (33%) of the original grant, vesting on 2/17/12.
- SEP units credited under the Northrop Grumman Savings Excess Plan (the "SEP Plan"), a non-qualified deferred compensation plan, as of March 31, 2011. The value of each unit is based on the price of Issuer common stock, although share totals with respect to the SEP Plan are based upon unit accounting and therefore may reflect a decrease in units attributable to an individual though no disposition occurred.
- (6) SEP units are payable in cash following termination of the Reporting Person's employment with the Issuer.

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.