MILLS LINDA A Form 4

FORM 4

May 05, 2011

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

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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * MILLS LINDA A			Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer				
			NORTHROP GRUMMAN CORP /DE/ [NOC]	(Check all applicable)				
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)	Director 10% OwnerX_ Officer (give title Other (specify below)				
1840 CENTURY PARK EAST (Street)			05/04/2011	Corp. VP & Pres Info Sys				
			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check				
			Filed(Month/Day/Year)	Applicable Line)				
LOS ANGELES, CA 90067				_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 Owne					

(City)	(State) ((Zip) Table	e I - Non-D	erivative	Secur	rities Acq	uired, Disposed of	, or Beneficiall	y 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. Securion(A) or Di (Instr. 3,	spose 4 and (A) or	d 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	05/04/2011		M	8,750	A	\$ 47.99	100,589 (1)	D	
Common Stock	05/04/2011		S	8,750	D	\$ 65.07 (2)	91,839 (1)	D	
Common Stock							14,851.5921 (3)	I	Linda Anne Mills Living Trust U/A

3/27/00

 $\begin{array}{c} \text{Common} \\ \text{Stock} \end{array} \hspace{1cm} 8,766.5203 \hspace{1cm} \text{I} \hspace{1cm} \begin{array}{c} \text{See} \\ \text{footnote} \\ \text{(4)} \end{array}$

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)

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)	Secur Acqu (A) o Dispo	rities uired or osed of r. 3, 4,	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Am Underlying Sec (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	A N Sl
Stock Option (Right-to-Buy)	\$ 47.99	05/04/2011		M		8,750	06/14/2005(5)	06/14/2014	Common Stock	
SEP Unit	<u>(6)</u>						<u>(7)</u>	<u>(7)</u>	Common Stock	9

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

MILLS LINDA A 1840 CENTURY PARK EAST LOS ANGELES, CA 90067

Corp. VP & Pres Info Sys

Signatures

/s/ Kathleen M. Salmas, Attorney-in-Fact for Linda A.
Mills

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).
- (1) 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; 31,719 unvested RPSRs granted under the LTISP on 2/16/10, with the measurement period ending on 12/31/12;

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15,168 unvested RPSRs granted under the LTISP on 2/15/11, with the measurement period ending on 12/31/13; and 15,168 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).

- Represents the weighted average sale price of \$65.07 rounded to the nearest hundredths. The highest price at which the shares sold was \$65.081 and the lowest price at which the shares sold was \$65.060.
- Amount includes total 894.5921 dividend reinvestment shares acquired through March 2011 which transactions are exempt from Section 16 and not reportable under Rule 16a-11.
- Held in the Northrop Grumman Savings and Investment Plan, a qualified profit sharing plan, as of March 31, 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 disposition occurred.
- (5) The option was first exercisable on 6/14/2005 and has no remaining installments.
- 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.
- (7) 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.