

Peppard Denise M.
Form 4
November 03, 2011

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 *
Peppard Denise M.

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)
11/01/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Corp VP & Chf HR Ofcr

FALLS CHURCH, VA 22042-4511
(City) (State) (Zip)

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

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
| | | | | (A) or (D) Price | | | |
| Common Stock | 11/01/2011 | | A | 10,397 A \$ 0 | 10,397 ⁽¹⁾ | D | |
| Common Stock | 11/01/2011 | | A | 45,055 A \$ 0 | 55,452 ⁽²⁾ | D | |

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

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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. 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 Underlying Security (Instr. 3 and 4) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------|
| Stock Option (Right-to-Buy) | \$ 54.98 | 11/01/2011 | | A | 44,242 | 11/01/2012 ⁽³⁾ 11/01/2018 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|------------------------------------------------------------------------------|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Peppard Denise M. 2980 FAIRVIEW PARK DRIVE FALLS CHURCH, VA 22042-4511 | | | Corp VP & Chf HR Ofcr | |

Signatures

/s/ Jennifer C. McGarey, Attorney-in-Fact for Denise M. Peppard 11/03/2011

__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) Grant of 10,397 unvested Restricted Performance Stock Rights (RPSRs) granted under the Issuer's 2011 Long-Term Incentive Stock Plan (LTISP) on 11/01/11 with a measurement period ending on 12/31/13. Grants awarded pursuant to Rule 16b-3(d).
Amount includes the following grants: 10,397 unvested RPSRs granted under the LTISP on 11/01/11 with a measurement period ending on 12/31/13; 11,553 unvested Restricted Stock Rights (RSRs) granted under the LTISP on 11/01/11 that will vest on 11/01/14; 23,105 unvested RSRs one-third of which will vest on each of 11/01/12, 11/01/13 and 11/01/14, respectively; and 10,397 unvested RSRs granted under the LTISP on 11/01/11 that will vest on 11/01/15. Grants awarded pursuant to Rule 16b-3(d).
- (3) Grant of 44,242 unvested stock options granted under the LTISP on 11/01/11. One-third of the shares subject to the options will vest on each of 11/01/12, 11/01/13 and 11/01/14, respectively.

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.