MILLS LINDA A Form 4

March 07, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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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).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading MILLS LINDA A Issuer Symbol NORTHROP GRUMMAN CORP (Check all applicable) /DE/ [NOC] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner Other (specify _X__ Officer (give title _ (Month/Day/Year) below) 2980 FAIRVIEW PARK DRIVE 03/05/2012 Corp. VP & Pres Info Sys (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting FALLS CHURCH, VA 22042 Person

(City)	(State)	Zip) Table	e I - Non-D	erivative S	ecurit	ies Acq	quired, Disposed o	of, or Beneficial	lly 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. Securition(A) or Dis (D) (Instr. 3, 4	sposed 4 and 5	of	5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	03/05/2012		Code V <u>J(1)</u>	Amount 22,152	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)	D	
Common Stock	03/05/2012		J <u>(1)</u>	22,152	A	\$ 0	43,870.522 (<u>2)</u>	I	Trustee: Linda Anne Mills Living Trust U/A 3/27/00
Common Stock							11,897.02	I	See footnote.

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

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SEC 1474 (9-02)

> 8. Pric Deriva Securit (Instr.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title and A	Amount of	
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration Date		Underlying Securities		
Security	or Exercise		any	Code	Code of		(Month/Day/Year)		(Instr. 3 and 4)	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	Derivative				
	Derivative				Securities					
	Security				Acquired					
					(A) or					
					Disposed					
					of (D)					
					(Instr. 3,					
					4, and 5)					
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
SEP Units	<u>(4)</u>					<u>(5)</u>	(5)	Common Stock	1,380.841	

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

MILLS LINDA A 2980 FAIRVIEW PARK DRIVE FALLS CHURCH, VA 22042

Corp. VP & Pres Info Sys

Signatures

/s/ Jennifer C. McGarey, Attorney-in-fact for Linda A. Mills

03/07/2012

**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) Transfer of shares to family trust.
- (2) Amount includes 186.3479 dividend reinvestment shares acquired from October 2011 through December 2011 which transactions are exempt from Section 16 and not reportable under Rule 16a-11.
- Held in the Northrop Grumman Savings and Investment Plan (the "Plan"), a qualified profit sharing plan, as of March 6, 2012. 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.

(4)

Reporting Owners 2

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SEP units credited under the Northrop Grumman Savings Excess Plan (the "SEP Plan"), a non-qualified deferred compensation plan, as of March 5, 2012. 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.

(5) 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.