

MILLS LINDA A
Form 4
November 16, 2009

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
MILLS LINDA A

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)
1840 CENTURY PARK EAST
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
11/12/2009

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
Corp. VP & Pres Info Sys

LOS ANGELES, CA 90067

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____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 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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	11/12/2009		M		\$ 34.54	48,863 ⁽¹⁾	D
Common Stock	11/12/2009		S		\$ 54.61	40,400 ⁽¹⁾ ⁽²⁾	D
Common Stock						9,222.9165 ⁽³⁾	I

Trustee:
Linda
Anne
Mills
Living
Trust U/A
3/27/00

8,012.183 (4) I

See
footnote.

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

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(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. 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 Amount of Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right-to-Buy)	\$ 34.54	11/12/2009		M		4,286		12/11/2002	02/19/2012	Common Stock	4,286

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

11/16/2009

****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 8,750 unvested Restricted Performance Stock Rights (RPSRs) granted under the 2001 Long-Term Incentive Stock Plan (LTISP) on 2/28/07 with a valuation of performance measurement period ("measurement period") ending on 12/31/09; 9,750 RPSRs granted under the 2001 LTISP on 2/27/08, with the measurement period ending on 12/31/10; and 21,900 RPSRs granted under the 2001 LTISP on 2/17/09 with the measurement period ending on 12/31/11. Grants awarded pursuant to Rule 16b-3(d).

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- (2) Amount reflects a decrease of 4,177 vested shares that were transferred to Reporting Person's trust account on February 17, 2009.
Amount reflects an increase of 4,177 shares transferred from Reporting Person's direct holdings to trust account on February 17, 2009.
- (3) Amount includes 318.9165 dividend reinvestment shares acquired through current date which transactions are exempted 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 October 30, 2009. Share totals with
- (4) 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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