

PETTERS C MICHAEL
 Form 4
 February 19, 2009

FORM 4

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

OMB APPROVAL

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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 *
 PETTERS C MICHAEL

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)
 02/17/2009

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Corp. VP & Pres. Shipbuilding

LOS ANGELES, CA 90067

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

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 02/17/2009 | | F | 5,667 D \$ 44.99 | 92,370 ⁽¹⁾ | D | |
| Common Stock | 02/17/2009 | | J ⁽²⁾ | 2,400 D ⁽²⁾ \$ 44.99 | 89,970 ⁽¹⁾ | D | |
| Common Stock | 02/17/2009 | | A | 20,700 A \$ 44.99 | 110,670 ⁽³⁾ | D | |
| Common Stock | | | | | 1,005.048 | I | See footnote. ⁽⁴⁾ |

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 Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Stock Option (Right-to-Buy) | \$ 44.99 | 02/17/2009 | | A | 119,050 | 02/17/2010 ⁽⁵⁾ 02/17/2016 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| PETERS C MICHAEL 1840 CENTURY PARK EAST LOS ANGELES, CA 90067 | | | Corp. VP & Pres. Shipbuilding | |

Signatures

/s/ Kathleen M. Salmas, Attorney-in-fact for C. Michael Petters 02/19/2009

**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 18,000 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; 12,500 unvested Restricted Stock Rights ("RSRs") granted on 1/15/08 with 100% vesting on 1/15/11; and 13,000 unvested RPSRs granted under the LTISP on 2/27/08 with measurement period ending on 12/31/10. RPSR grants awarded pursuant to Rule 16b-3(d); and RSR grants awarded pursuant to Rule 16b-3(d)(3).
- (2) The measurement period for this installment of Restricted Performance Stock Rights (RPSRs) ended on 12/31/08, and the decrease in the number of shares represent a payout below the target for the 2008 performance period.
- (3) Total amount includes 18,000 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; 12,500 unvested Restricted Stock Rights ("RSRs") granted on 1/15/08, with 100% vesting on 1/15/11; and 13,000 unvested RPSRs granted under the LTISP on 2/27/08, with measurement period ending on 12/31/10; and 20,700 RPSRs granted under the 2001 LTISP on 2/17/09 with the measurement period ending on 12/31/11. RPSR grants awarded pursuant to Rule 16b-3(d); and RSR grants awarded pursuant to Rule 16b-3(d)(3).

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Held in the Northrop Grumman Savings and Investment Plan, a qualified profit sharing plan, as of January 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.

(5) The option vests over a period of three years to the extent of one-third (33%) annual equal installments on 2/17/10, 2/17/11 and 2/17/12.

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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