

PETERS AULANA L
Form 4
November 16, 2010

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 *
PETERS AULANA L

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)
11/15/2010

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

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 Ownership Indirect Beneficial Ownership (Instr. 4)
Common Stock	11/15/2010		M	3,000	A \$ 43.98	15,475	D
Common Stock	11/15/2010		S	3,000	D \$ 63.31 (1)	12,475	D
Common Stock	11/15/2010		M	3,000	A \$ 50.03	15,475	D
Common Stock	11/15/2010		S	3,000	D \$ 63.316 (2)	12,475	D
Common Stock	11/15/2010		M	3,000	A \$ 44.75	15,475	D

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Common Stock	11/15/2010	S	3,000	D	\$ 63.323 (3)	12,475	D
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Common Stock						12,109 (4)	I	See footnote. (4)
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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 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)	\$ 43.98	11/15/2010		M	3,000	05/27/2003 05/21/2013	Common Stock 3,000
Stock Option (Right-to-Buy)	\$ 50.03	11/15/2010		M	3,000	05/21/2004 05/21/2014	Common Stock 3,000
Stock Option (Right-to-Buy)	\$ 44.75	11/15/2010		M	3,000	05/21/2001 05/21/2011	Common Stock 3,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
PETERS AULANA L 1840 CENTURY PARK EAST LOS ANGELES, CA 90067	X

Signatures

/s/ Kathleen M. Salmas, Attorney-in-fact for Aulana L.
Peters

11/16/2010

__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) Represents the weighted average sale price of \$63.31 rounded to the nearest tenth. The highest price at which the shares sold was \$63.321 and the lowest price at which the shares sold was \$63.302.
- (2) Represents the weighted average sale price of \$63.316 rounded to the nearest hundredth. The highest price at which the shares sold was \$63.322 and the lowest price at which the shares sold was \$63.302.
- (3) Represents the weighted average sale price of \$63.323 rounded to the nearest hundredth. The highest price at which the shares sold was \$63.334 and the lowest price at which the shares sold was \$63.321.
- (4) Represents shares of common stock held in a stock unit account pursuant to the 1993 Stock Plan for Non-Employee Directors.

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.