

Bedingfield Kenneth L
Form 4
February 17, 2012

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Bedingfield Kenneth 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)
2980 FAIRVIEW PARK DRIVE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/15/2012

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
Corp VP, Controller & CAO

FALLS CHURCH, VA 22042

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)
			Code	V	Amount	(D)	Price

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

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SEC 1474
(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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. D

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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	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	
Restricted Performance Stock Right	(1)	02/15/2012	A		8,545		(1)	(1)	Common Stock (1)	8,545	
Restricted Performance Stock Right	(3)	02/15/2012	A		6,572		(3)	(3)	Common Stock (3)	6,572	
Restricted Stock Right	(5)	02/15/2012	A		4,650		(5)	(5)	Common Stock (5)	4,650	
Restricted Stock Right	(7)	02/15/2012	A		2,816		(7)	(7)	Common Stock (7)	2,816	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Bedingfield Kenneth L 2980 FAIRVIEW PARK DRIVE FALLS CHURCH, VA 22042			Corp VP, Controller & CAO	

Signatures

/s/ Jennifer C. McGarey, Attorney-in-fact for Kenneth L.
Bedingfield

02/17/2012

__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).

- Each Restricted Performance Stock Right ("RPSR") represents a contingent right to receive an equivalent number of shares of Issuer common stock, or, at the election of the Issuer's Compensation Committee, cash or a combination of cash and Issuer common stock. The RPSRs vest if the applicable performance metric is satisfied for the three-year performance period ending December 31, 2013.
- (1) Total amount includes 8,545 unvested RPSRs granted under the 2011 Long-Term Incentive Stock Plan ("LTISP") on 2/15/12 with a valuation of performance measurement period ("measurement period") ending on 12/31/13. Grants awarded pursuant to Rule 16b-3(d).
- Each RPSR represents a contingent right to receive an equivalent number of shares of Issuer common stock, or, at the election of the Issuer's Compensation Committee, cash or a combination of cash and Issuer common stock. The RPSRs vest if the applicable performance metric is satisfied for the three-year performance period ending December 31, 2014.
- (3) Total amount includes 6,572 RPSRs granted under the LTISP on 2/15/12 with a measurement period ending on 12/31/14; and 8,545 unvested RPSRs granted under the LTISP on 2/15/12 with a measurement period ending on 12/31/13. Grants awarded pursuant to Rule

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16b-3(d).

(5) Each Restricted Stock Right ("RSR") represents a contingent right to receive an equivalent number of shares of Issuer common stock, or, at the election of the Issuer's Compensation Committee, cash or a combination of cash and Issuer common stock. The RSRs were granted under the LTISP on 2/15/12 and will vest on 2/15/14.

(6) Total amount includes 4,650 unvested RSRs granted under the LTISP on 2/15/12 that will vest on 2/15/14. Grants awarded pursuant to Rule 16b-3(d).

(7) Each RSR represents a contingent right to receive an equivalent number of shares of Issuer common stock, or, at the election of the Issuer's Compensation Committee, cash or a combination of cash and Issuer common stock. The RSRs were granted under the LTISP on 2/15/12 and will vest on 2/15/15.

(8) Total amount includes 2,816 unvested RSRs granted under the LTISP on 2/15/12 that will vest on 2/15/15; and 4,650 unvested RSRs granted under the LTISP on 2/15/12 that will vest on 2/15/14. Grants awarded pursuant to Rule 16b-3(d).

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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