

BUSH WESLEY G
 Form 4
 August 06, 2012

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
BUSH WESLEY G

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)
08/03/2012

Director 10% Owner
 Officer (give title below) Other (specify below)
Chmn., CEO and Pres.

FALLS CHURCH, VA 22042

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 Beneficial Ownership (Instr. 4)			
			Code	V	Amount	(D)	Price			
Common Stock	08/03/2012		J ⁽¹⁾		7,999	D	\$ 0	0	D	
Common Stock	08/03/2012		J ⁽¹⁾		7,999	A	\$ 0	285,973	I	Held in WG&NF Bush Family Trust
Common Stock	08/03/2012		G ⁽²⁾	V	120,000	D	\$ 0	165,973	I	Held in WG&NF Bush Family Trust
	08/03/2012		G ⁽²⁾	V	40,000	A	\$ 0	40,000	I	

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Common Stock										Held in Bush Trust No 1 2012 Irrevocable Trust
Common Stock	08/03/2012		G ⁽²⁾	V	40,000	A	\$ 0	40,000	I	Held in Bush Trust No 2 2012 Irrevocable Trust
Common Stock	08/03/2012		G ⁽²⁾	V	40,000	A	\$ 0	40,000	I	Held in Bush Trust No 3 2012 Irrevocable Trust
Common Stock								4,991.271	I	Held in Northrop Grumman Savings & Investment Plan ⁽³⁾

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BUSH WESLEY G 2980 FAIRVIEW PARK DRIVE FALLS CHURCH, VA 22042	X		Chmn., CEO and Pres.	

Signatures

/s/ Jennifer C. McGarey, Attorney-in-Fact for Wesley G.

Bush

08/06/2012

__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) The transaction involved a gift of securities from the WG&NF Bush Family Trust to trusts for the benefit of the reporting person's family. Held in the Northrop Grumman Savings and Investment Plan (the "Plan"), a qualified profit sharing plan, as of July 30, 2012. Share totals
- (3) 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.

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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