

CHESTON SHEILA C.
Form 4
February 17, 2011

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 *
CHESTON SHEILA C.

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)
02/15/2011

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

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 02/15/2011 | | A | | 12,327 | A | \$ 69.14 |
| Common Stock | 02/15/2011 | | A | | 12,327 | A | \$ 69.14 |

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

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SEC 1474 (9-02)

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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 Underlying Security (Instr. 3, 4, and 5) |
|---|--|---|---|-----------------------------------|--|---|--|
| Stock Option(Right-to-Buy) | \$ 69.14 | 02/15/2011 | | A | 52,454 | 02/15/2012 ⁽³⁾ 02/15/2018 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| CHESTON SHEILA C. 1840 CENTURY PARK EAST LOS ANGELES, CA 90067 | | | Corp. VP & General Counsel | |

Signatures

Kathleen M. Salmas, Attorney-in-fact for Sheila C. Cheston

 **Signature of Reporting Person

02/17/2011

 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) Amount includes 18,925 unvested RPSRs granted under the LTISP on 11/11/10 with the measurement period ending on 12/31/12; 33,000 unvested RSRs granted under the LTISP on 11/11/10 with 50% vesting in first year following grant ending on 11/11/11, and the remaining 50% vesting in second year following grant ending on 11/11/12; and 12,327 unvested RPSRs granted under the LTISP on 2/15/11 with the measurement period ending on 12/31/13. Grants awarded pursuant to Rule 16b-3(d).
- (2) Amount includes 18,925 unvested RPSRs granted under the LTISP on 11/11/10 with the measurement period ending on 12/31/12; 33,000 unvested RSRs granted under the LTISP on 11/11/10 with 50% vesting in first year following grant ending on 11/11/11, and the remaining 50% vesting in second year following grant ending on 11/11/12; and 12,327 unvested RPSRs granted under the LTISP on 2/15/11 with the measurement period ending on 12/31/13; and 12,327 unvested RSRs granted under the LTISP on 2/15/11 and cliff vests 100% on the fourth anniversary from the date of the grant on 2/15/15. Grants awarded pursuant to Rule 16b-3(d).
- (3) The option vests over a period of three years to the extent of one-third (33%) annual equal installments on 2/15/12, 2/15/13 and 2/15/14.

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.