

ERVIN GARY W.
Form 4
February 22, 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 *
ERVIN GARY W.

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)
02/17/2012

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

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	(A) or (D)	Price
Common Stock	02/17/2012		M		13,125	A	\$ 52.48
Common Stock	02/17/2012		S		13,125	D	\$ 59.82 (1)
Common Stock	02/17/2012		M		45,000	A	\$ 41.14
Common Stock	02/17/2012		S		45,000	D	\$ 59.59 (2)
							6,917.592
							I

Common Stock						See footnote (3)
Common Stock				10,154	I	Trustee: G&M Ervin Family Trust dated 5/27/06

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)	Amount Number Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Stock Option (Right-to-Buy)	\$ 52.48	02/17/2012		M	13,125	<u>(4)</u>	08/20/2012	Common Stock	1
Stock Option (Right-to-Buy)	\$ 41.14	02/17/2012		M	45,000	<u>(4)</u>	02/17/2016	Common Stock	4
SEP Units	<u>(5)</u>					<u>(6)</u>	<u>(6)</u>	Common Stock	12,

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ERVIN GARY W. 2980 FAIRVIEW PARK DRIVE FALLS CHURCH, VA 22042			Corp VP & Pres Aerospace Sys	

Signatures

/s/ Jennifer C. McGarey, Attorney-in-Fact for Gary W.
Ervin

02/22/2012

__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) Represents the weighted average sale price of \$59.82 rounded to the nearest hundredth. The highest price at which the shares sold was \$59.98 and the lowest price at which the shares sold was \$59.69. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (1) and (2) of this Form 4.
 - (2) Represents the weighted average sale price of \$59.59 rounded to the nearest hundredth. The highest price at which the shares sold was \$60.01 and the lowest price at which the shares sold was \$59.48.
 - (3) Held in the Northrop Grumman Savings and Investment Plan, a qualified profit sharing plan, as of February 3, 2012. Share totals 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.
 - (4) The option is fully exercisable.
 - (5) SEP units credited under the Northrop Grumman Savings Excess Plan (the "SEP Plan"), a non-qualified deferred compensation plan, as of February 13, 2012. The value of each unit is based on the price of Issuer common stock, although share totals with respect to the SEP Plan are based upon unit accounting and therefore may reflect a decrease in units attributable to an individual though no disposition occurred.
 - (6) SEP units are payable in cash following termination of the Reporting Person's employment with the Issuer.

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.