

ERVIN GARY W.
Form 4
April 04, 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 *
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)
 Director 10% Owner
 Officer (give title below) Other (specify below)
Corp VP & Pres Aerospace Sys

(Last) (First) (Middle)
1840 CENTURY PARK EAST
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/31/2011

4. If Amendment, Date Original Filed(Month/Day/Year)

LOS ANGELES, CA 90067

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 (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	03/31/2011		A	9,636 A \$ 0	137,348.5 ⁽¹⁾ <u>(2) (3)</u>	D	
Common Stock					6,528.6729	I	See footnote ⁽⁴⁾

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

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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 Security (Instr. 3 and 4)	8. An
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Stock Option (Right-to-Buy)	\$ 52.48	03/31/2011		A ⁽²⁾	13,125	⁽⁵⁾	08/20/2012	Common Stock
Stock Option (Right-to-Buy)	\$ 47.99	03/31/2011		A ⁽²⁾	13,125	⁽⁵⁾	06/14/2014	Common Stock
Stock Option (Right-to-Buy)	\$ 73.9	03/31/2011		A ⁽²⁾	56,985	⁽⁵⁾	02/27/2015	Common Stock
Stock Option (Right-to-Buy)	\$ 73.02	03/31/2011		A ⁽²⁾	16,406	⁽⁷⁾	09/19/2017	Common Stock
Stock Option (Right-to-Buy)	\$ 41.14	03/31/2011		A ⁽²⁾	137,869	⁽⁸⁾	02/17/2016	Common Stock
Stock Option (Right-to-Buy)	\$ 54.46	03/31/2011		A ⁽²⁾	146,126	⁽⁹⁾	02/16/2017	Common Stock
Stock Option (Right-to-Buy)	\$ 63.22	03/31/2011		A ⁽²⁾	71,715	⁽¹⁰⁾	02/15/2018	Common Stock
SEP Unit	⁽¹¹⁾					⁽¹²⁾	⁽¹²⁾	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ERVIN GARY W. 1840 CENTURY PARK EAST LOS ANGELES, CA 90067			Corp VP & Pres Aerospace Sys	

Signatures

/s/ Kathleen M. Salmas, Attorney-in-Fact for Gary W. Ervin

04/04/2011

**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) On March 30, 2011, New P, Inc., now renamed "Northrop Grumman Corporation" ("Issuer"), became the successor issuer of Northrop Grumman Corporation ("Old Northrop Grumman"), now renamed "Titan II Inc.", pursuant to a merger. As a result of the merger, each holder of Old Northrop Grumman common stock received the identical number and percentage of the outstanding shares of common stock of Issuer as they owned of Old Northrop Grumman prior to the merger.
- (2) Pursuant to anti-dilution provisions of this grant, the number of shares subject to it (and for options, the exercise price) was adjusted in conjunction with the Issuer's spin-off of Huntington Ingalls Industries, Inc. The terms of the adjustment were approved by the Issuer's Board of Directors.
- (3) Total amount includes 23,953 unvested Restricted Performance Stock Rights ("RPSRs") granted under the 2001 Long-Term Incentive Stock Plan ("LTISP") on 2/17/09, with a valuation of performance measurement period ("measurement period") ending on 12/31/11; 34,562 unvested RPSRs granted under the LTISP on 2/16/10, with the measurement period ending on 12/31/12; 16,853 unvested RPSRs granted under the LTISP on 2/15/11, with the measurement period ending on 12/31/13; 16,853 Restricted Stock Rights ("RSRs") granted under the LTISP on 2/15/11 and cliff vests 100% from the fourth anniversary of the grant date on 2/15/15; and 20,224 RSRs granted under the LTISP on 2/15/11 and cliff vests from the fourth anniversary of the grant date on 2/15/15. Grants awarded pursuant to Rule 16b-3(d).
- (4) Held in the Northrop Grumman Savings and Investment Plan (the "Plan"), a qualified profit sharing plan, as of March 31, 2011. 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.
- (5) The option is fully exercisable.
- (6) Granted without payment by grantee.
- (7) The option vests over a period of four years to the extent of one-quarter annual equal installments on 9/19/08, 9/19/09, 9/19/10 and 9/19/11.
- (8) The option vests over a period of three years to the extent of one-third (33%) annual equal installments on 2/17/10, 2/17/11 and 2/17/12.
- (9) The option vests over a period of three years to the extent of one-third (33%) annual equal installments on 2/16/11, 2/16/12 and 2/16/13.
- (10) 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.
- (11) SEP units credited under the Northrop Grumman Savings Excess Plan (the "SEP Plan"), a non-qualified deferred compensation plan, as of March 31, 2011. 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.
- (12) 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.

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