

ERVIN GARY W.
Form 4
February 22, 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

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(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
____X____ Officer (give title ____ Other (specify
below) 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)
____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)
Common Stock	02/17/2012		M	V Amount (A) or (D) Price 13,125 A \$ 52.48	33,560	D	
Common Stock	02/17/2012		S	13,125 D \$ 59.82 (1)	20,435	D	
Common Stock	02/17/2012		M	45,000 A \$ 41.14	65,435	D	
Common Stock	02/17/2012		S	45,000 D \$ 59.59 (2)	20,435	D	
					6,917.592	I	

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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 Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Stock Option (Right-to-Buy)	\$ 52.48	02/17/2012		M	13,125	(4) 08/20/2012	Common Stock 1
Stock Option (Right-to-Buy)	\$ 41.14	02/17/2012		M	45,000	(4) 02/17/2016	Common Stock 4
SEP Units	(5)					(6) (6)	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.

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