

MILLS LINDA A
Form 4
November 16, 2009

FORM 4

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

OMB APPROVAL

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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 *
MILLS LINDA A

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)
11/12/2009

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

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 11/12/2009 | | M | 4,286 A \$ 34.54 | 48,863 ⁽¹⁾ | D | |
| Common Stock | 11/12/2009 | | S | 4,286 D \$ 54.61 | 40,400 ^{(1) (2)} | D | |
| Common Stock | | | | | 9,222.9165 ⁽³⁾ | I | Trustee: Linda Anne Mills Living Trust U/A 3/27/00 |

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- (2) Amount reflects a decrease of 4,177 vested shares that were transferred to Reporting Person's trust account on February 17, 2009.
Amount reflects an increase of 4,177 shares transferred from Reporting Person's direct holdings to trust account on February 17, 2009.
- (3) Amount includes 318.9165 dividend reinvestment shares acquired through current date which transactions are exempted from Section 16 and not reportable under Rule 16a-11.
Held in the Northrop Grumman Savings and Investment Plan, a qualified profit sharing plan, as of October 30, 2009. 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)

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