

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(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 of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
--	--	--------------------------------------	--	--------------------------------	---	--	---	--	--

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BUSH WESLEY G 1840 CENTURY PARK EAST LOS ANGELES, CA 90067			Pres. & Chf. Operating Officer	

Signatures

/s/ Kathleen M. Salmas, Attorney-in-fact for Wesley G. Bush
Date: 04/29/2009

__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) Sale of securities pursuant to Rule 144 under the Securities Act of 1933.
- (2) Represents the weighted average sale price of \$48.2738 rounded to the nearest tenth. The highest price at which the shares were sold was \$48.360 and the lowest price at which the shares were sold was \$48.130.
Total amount includes 40,000 unvested Restricted Stock Rights granted under the 2001 Long-Term Incentive Stock Plan (LTISP) on 5/16/06 with 100% vesting on 5/16/10; 32,000 unvested Restricted Performance Stock Rights (RPSRs) granted under the 2001 LTISP on 2/28/07 with a valuation of performance measurement period ("measurement period") ending on 12/31/09; 36,600 RPSRs granted under the 2001 LTISP on 2/27/08 with the measurement period ending on 12/31/10; and 57,250 RPSRs granted under the 2001 LTISP on 2/17/09 with the measurement period ending on 12/31/11. Grants awarded pursuant to Rule 16b-3(d).
- (4) Held in the Northrop Grumman Savings and Investment Plan, a qualified profit sharing plan, as of March 27, 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

Edgar Filing: BUSH WESLEY G - Form 4

disposition occurred.

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.