## Edgar Filing: FAZIO VIC - Form 4

FAZIO VIC

FAZIO VIC											
April 01, 20	09										
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION								OMB APPROVAL			
Washington, D.C. 20549								Number:	3235-0287		
	Check this box if no longer STATEMENT OF CHANCES IN DENEELCIAL OWNEDSHID OF								Expires:	January 31, 2005	
subject to Section 7 Form 4 c	F CHANGES IN BENEFICIAL OWI SECURITIES						Estimated a burden hou response	verage			
Form 5 obligations may continue. See Instruction 1(b). 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 <u>*</u> FAZIO VIC			2. Issuer Name <b>and</b> Ticker or Trading Symbol				0	5. Relationship of Reporting Person(s) to Issuer			
		NORTHROP GRUMMAN CORP /DE/ [NOC]				ORP	(Check all applicable)				
(Last)	3. Date of Earliest Transaction					X_ Director 10% Owner Officer (give title Other (specify					
1840 CENTURY PARK EAST			(Month/Day/Year) 03/31/2009					below) below)			
	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					
LOS ANGELES, CA 90067								Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Tabl	e I - Non-I	Derivative	Securi	ities Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)2A. Deemed Execution Date, if any (Month/Day/Year)			3. 4. Securities Acquired Transactior(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or Code V Amount (D) Price				5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Ownership		
Common Stock	03/31/2009			J <u>(1)</u>	769 <u>(1)</u>	. ,	\$ 43.64	16,125.9517 (2)	I	See footnote. $(2)$	
Common Stock								1,919	D		

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

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.

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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)	4. Transactic Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Titl Amou Under Securi (Instr.	unt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

## **Reporting Owners**

 Reporting Owner Name / Address
 Relationship

 Director
 10% Owner
 Officer
 Other

 FAZIO VIC
 X
 X
 X
 X
 X
 X

 IA40 CENTURY PARK EAST
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## **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) Shares of common stock deferred into stock unit account, including dividends, pursuant to the 1993 Stock Plan for Non-Employee Directors in a transaction exempted from Section 16 and not reportable pursuant to Rule 16b-3.

Represents shares of common stock held in a stock unit account pursuant to the 1993 Stock Plan for Non-Employee Directors. Amount
 (2) includes 1,227.95740 shares acquired under the Issuer's Dividend Reinvestment Plan through transaction date March 16, 2009, which transactions are exempted from Section 16 and not reportable under Rule 16a-11.

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.