#### SHARER KEVIN W

Form 4

September 30, 2009

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

**OMB** Number:

3235-0287

0.5

Check this box if no longer

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to **SECURITIES** Section 16.

January 31, Expires: 2005

**OMB APPROVAL** 

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Form 4 or Form 5 obligations may continue.

See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading SHARER KEVIN W Issuer Symbol NORTHROP GRUMMAN CORP (Check all applicable) /DE/ [NOC] (Last) (First) (Middle) 3. Date of Earliest Transaction \_X\_\_ Director 10% Owner Officer (give title \_ Other (specify (Month/Day/Year) below) 1840 CENTURY PARK EAST 09/30/2009 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting LOS ANGELES, CA 90067 Person

| (City) | (State) | (Zip) | Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned |
|--------|---------|-------|--|
|--------|---------|-------|--|

| 1.Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5) |                  |             | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |  |
|--------------------------------------|---|---|---|---|------------------|-------------|--|--|---|--|
|                                      |   |   | Code V                                  | Amount  | (A)<br>or<br>(D) | Price       | Reported<br>Transaction(s)<br>(Instr. 3 and 4)                   |  |   |  |
| Common<br>Stock                      | 09/30/2009                              |   | J <u>(1)</u>                            | 1,344<br>(1)  | A                | \$<br>51.75 | 16,160 <u>(2)</u>  | I  | See footnote.   |  |
| Common<br>Stock                      |   |   |   |   |                  |             | 2,995  | D  |   |  |

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 | 2.          | 3. Transaction Date |                    | 4.         | 5.         | 6. Date Exer |            | 7. Title |          | 8. Price of | 9. Nu  |
|-------------|-------------|---------------------|--------------------|------------|------------|--------------|------------|----------|----------|-------------|--------|
| Derivative  | Conversion  | (Month/Day/Year)    | Execution Date, if | Transacti  | orNumber   | Expiration D | ate        | Amou     | nt of    | Derivative  | Deriv  |
| Security    | or Exercise |                     | any                | Code       | of         | (Month/Day/  | Year)      | Under    | lying    | Security    | Secur  |
| (Instr. 3)  | Price of    |                     | (Month/Day/Year)   | (Instr. 8) | Derivative | e            |            | Securi   | ties     | (Instr. 5)  | Bene   |
|             | Derivative  |                     |                    |            | Securities |              |            | (Instr.  | 3 and 4) |             | Own    |
|             | Security    |                     |                    |            | Acquired   |              |            |          |          |             | Follo  |
|             |             |                     |                    |            | (A) or     |              |            |          |          |             | Repo   |
|             |             |                     |                    |            | Disposed   |              |            |          |          |             | Trans  |
|             |             |                     |                    |            | of (D)     |              |            |          |          |             | (Instr |
|             |             |                     |                    |            | (Instr. 3, |              |            |          |          |             |        |
|             |             |                     |                    |            | 4, and 5)  |              |            |          |          |             |        |
|             |             |                     |                    |            |            |              |            |          |          |             |        |
|             |             |                     |                    |            |            |              |            |          | Amount   |             |        |
|             |             |                     |                    |            |            | Date         | Expiration |          | or       |             |        |
|             |             |                     |                    |            |            | Exercisable  | Date       | Title    | Number   |             |        |
|             |             |                     |                    |            |            | Excicisable  |            |          | of       |             |        |
|             |             |                     |                    | Code V     | (A) (D)    |              |            |          | Shares   |             |        |

## **Reporting Owners**

Relationships Reporting Owner Name / Address 10% Owner Officer Other Director SHARER KEVIN W

1840 CENTURY PARK EAST X LOS ANGELES, CA 90067

# **Signatures**

/s/ Kathleen M. Salmas, Attorney-in-fact for Kevin W. Sharer

> \*\*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).
- Shares of common stock deferred into stock unit account, including dividends, pursuant to the 1993 Stock Plan for Non-Employee Directors in a transaction exempt pursuant to Rule 16b-3.
- (2) Represents shares of common stock held in a stock unit account pursuant to the 1993 Stock Plan for Non-Employee Directors.

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.

09/30/2009

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