MILLS LINDA A

Form 4

November 16, 2009

FORM 4

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005

0.5

OMB APPROVAL

Form 4 or Form 5 obligations

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

burden hours per response...

Estimated average

may continue. See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person ** MILLS LINDA A	Symbol NORTHROP GRUMMAN CORP	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last) (First) (Middle) 1840 CENTURY PARK EAST	/DE/ [NOC] 3. Date of Earliest Transaction (Month/Day/Year) 11/12/2009	Director 10% Owner _X_ Officer (give title Other (specify below) Corp. VP & Pres Info Sys		
(Street)	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 Reportin Person		

	,		Person
(61.)	(0)	(7)	

(City)	(State)	(Zip) Tabl	e I - Non-D	D erivative	Secur	ities Acq	uired, Disposed o	f, 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. Transaction Code (Instr. 8)	4. Securi on(A) or Do (Instr. 3,	ispose 4 and (A)	d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
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

Common Stock

8,012.183 (4) I

See footnote.

Common

Stock

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.

SEC 1474

(9-02)

4,286 12/11/2002 02/19/2012

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 out of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/	ate	7. Title and Underlying (Instr. 3 an	g Securi
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo or Num of Shar

Reporting Owners

Reporting Owner Name / Address Relationships

11/12/2009

Director 10% Owner Officer Other

M

MILLS LINDA A

Stock Option

(Right-to-Buy)

1840 CENTURY PARK EAST LOS ANGELES, CA 90067

\$ 34.54

Corp. VP & Pres Info Sys

Signatures

/s/ Kathleen M. Salmas, Attorney-in-fact for Linda A. Mills

11/16/2009

**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).

Total amount includes 8,750 unvested Restricted Performance Stock Rights (RPSRs) granted under the 2001 Long-Term Incentive Stock
Plan (LTISP) on 2/28/07 with a valuation of performance measurement period ("measurement period") ending on 12/31/09; 9,750 RPSRs
granted under the 2001 LTISP on 2/27/08, with the measurement period ending on 12/31/10; and 21,900 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).

Reporting Owners 2

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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
- (4) 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.

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.