

BUSH WESLEY G
Form 4
February 19, 2009

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
BUSH WESLEY G

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)
02/17/2009

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Pres. & Chf. Operating Officer

LOS ANGELES, CA 90067

(City) (State) (Zip)

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

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)	(A) or (D)	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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	02/17/2009		F	8,869	D	\$ 44.99 126,731 ⁽¹⁾	D	
Common Stock	02/17/2009		J ⁽²⁾	3,240	D	\$ 44.99 123,491 ⁽¹⁾	D	
Common Stock	02/17/2009		A	57,250	A	\$ 44.99 180,741 ⁽³⁾	D	
Common Stock	02/17/2009		J ⁽⁴⁾	14,891	D	\$ 0 165,850 ⁽³⁾	D	
Common Stock	02/17/2009		J ⁽⁴⁾	14,891	A	\$ 0 118,279	I	Trustee: WG&NF Bush

Common Stock	4,476.028	I	Family Trust See footnote. <u>(5)</u>
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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 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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Stock Option (Right-to-Buy)	\$ 44.99	02/17/2009		A	329,100	02/17/2010 ⁽⁶⁾	02/17/2016			Common Stock

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	02/19/2009
__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) 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; and 36,600 RPSRs granted under the 2001 LTISP on 2/27/08 with the measurement period ending on 12/31/10. Grants awarded pursuant to Rule 16b-3(d).

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- (2) The measurement period for this installment of Restricted Performance Stock Rights (RPSRs) ended on 12/31/08, and the decrease in the number of shares represent a payout below the target for the 2008 performance period.

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

- (3) 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) Transfer of shares to family trust.

Held in the Northrop Grumman Savings and Investment Plan, a qualified profit sharing plan, as of January 30, 2009. Share totals with

- (5) 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.

- (6) The option vests over a period of three years to the extent of one-third (33%) annual equal installments on 2/17/10, 2/17/11 and 2/17/12.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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