#### LIVANOS ALEXANDER C

Form 4

February 19, 2009

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** OMB

3235-0287 Number:

Expires:

January 31, 2005

0.5

Estimated average

burden hours per response...

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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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * LIVANOS ALEXANDER C			2. Issuer Name <b>and</b> Ticker or Trading Symbol NORTHROP GRUMMAN CORP /DE/ [NOC]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)		
(Last) 1840 CENTU	(First)  RY PARK I	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/17/2009	Director 10% Owner Officer (give title Other (specify below) Corp. VP & Pres. Space Tech.		
	(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 ANGEL	ES, CA 900	67		Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tabl	e I - Non-I	Derivative S	Securi	ties Acqu	ired, Disposed of	, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	4. Securit on(A) or Dis (Instr. 3, 4	sposed 4 and 5 (A) or	of (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		Code V F	Amount 6,292	(D)	Price \$ 44.99	66,908 <u>(1)</u>	D	
Common Stock	02/17/2009		J(2)	2,400	D (2)	\$ 44.99	64,508 (1)	D	
Common Stock	02/17/2009		A	12,200	A	\$ 44.99	76,708 <u>(3)</u>	D	

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

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#### number.

#### 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. Transactic Code (Instr. 8)	5. Number of or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisab Expiration Date (Month/Day/Year		7. Title and Ar Underlying Se (Instr. 3 and 4
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title
Stock Option (Right-to-Buy)	\$ 44.99	02/17/2009		A	70,000	02/17/2010(4)	02/17/2016	Common Stock

### **Reporting Owners**

Reporting Owner Name / Address	Ketauonsnips					
	Director	10% Owner	Officer	Other		

LIVANOS ALEXANDER C 1840 CENTURY PARK EAST LOS ANGELES, CA 90067

Corp. VP & Pres. Space Tech.

## **Signatures**

/s/ Kathleen M. Salmas, Attorney-in-fact for Alexander C. Livanos

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).
- Total amount includes 16,000 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; and **(1)** 11,400 unvested 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).
- The measurement period for this installment of Restricted Performance Stock Rights (RPSRs) ended on 12/31/06 and the payout of those shares and determination of the number of additional shares for the payout was effective 2/21/07.
  - Total amount includes 16,000 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; 11,400
- (3) unvested RPSRs granted under the 2001 LTISP on 2/27/08, with the measurement period ending on 12/31/10; and 12,200 unvested 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) 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. 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.

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