

COLEMAN LEWIS W
Form 4
May 06, 2011

FORM 4

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

OMB APPROVAL

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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 *
COLEMAN LEWIS W

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)
05/04/2011

Director 10% Owner
 Officer (give title below) Other (specify below)

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)	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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	05/04/2011		S		5,094 D \$ 64.82 (1)	0	D
Common Stock	05/04/2011		M		1,641 A \$ 40.92	1,641	D
Common Stock	05/04/2011		S		1,641 D \$ 64.86 (2)	0	D
Common Stock	05/04/2011		M		1,641 A \$ 56.25	1,641	D
	05/04/2011		S		1,641 D	0	D

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Common Stock						\$ 64.85 (3)				
Common Stock	05/04/2011		M	1,641	A	\$ 40.21	1,641		D	
Common Stock	05/04/2011		S	1,641	D	\$ 64.83 (4)	0		D	
Common Stock	05/04/2011		M	3,281	A	\$ 45.75	3,281		D	
Common Stock	05/04/2011		S	3,281	D	\$ 64.83 (5)	0		D	
Common Stock	05/04/2011		M	3,281	A	\$ 50.55	3,281		D	
Common Stock	05/04/2011		S	3,281	D	\$ 64.83 (6)	0		D	
Common Stock							30,931 (7)		I	See footnote.

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

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(9-02)

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 Amount of Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Stock Option (Right-to-Buy)	\$ 40.92	05/04/2011		M		1,641		05/21/2001(8)	05/21/2011	Common Stock
Stock Option (Right-to-Buy)	\$ 56.25	05/04/2011		M		1,641		05/20/2002(8)	05/20/2012	Common Stock

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Stock Option (Right-to-Buy)	\$ 40.21	05/04/2011	M	1,641	05/27/2003 ⁽⁸⁾	05/27/2013	Common Stock
Stock Option (Right-to-Buy)	\$ 45.75	05/04/2011	M	3,281	05/21/2004 ⁽⁸⁾	05/21/2014	Common Stock
Stock Option (Right-to-Buy)	\$ 50.55	05/04/2011	M	3,281	05/20/2005 ⁽⁸⁾	05/20/2015	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
COLEMAN LEWIS W 1840 CENTURY PARK EAST LOS ANGELES, CA 90067			X	

Signatures

/s/ Kathleen M. Salmas, Attorney-in-Fact for Lewis W. Coleman
05/06/2011

**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) Represents the weighted average sale price of \$64.82 rounded to the nearest hundredths. The highest price at which the shares sold was \$64.823 and the lowest price at which the shares sold was \$64.811.
- (2) Represents the weighted average sale price of \$64.86 rounded to the nearest hundredths. The highest price at which the shares sold was \$64.862 and the lowest price at which the shares sold was \$64.860.
- (3) Represents the weighted average sale price of \$64.85 rounded to the nearest hundredths. The highest price at which the shares sold was \$64.854 and the lowest price at which the shares sold was \$64.850.
- (4) Represents the weighted average sale price of \$64.83 rounded to the nearest hundredths. The highest price at which the shares sold was \$64.828 and the lowest price at which the shares sold was \$64.823.
- (5) Represents the weighted average sale price of \$64.83 rounded to the nearest hundredths. The highest price at which the shares sold was \$64.834 and the lowest price at which the shares sold was \$64.831.
- (6) Represents the weighted average sale price of \$64.83 rounded to the nearest hundredths. The highest price at which the shares sold was \$64.851 and the lowest price at which the shares sold was \$64.811.
- (7) Represents shares of common stock held in a stock unit account pursuant to the 1993 Stock Plan for Non-Employee Directors.
- (8) Option was fully exercisable on grant date. There are no remaining options for this grant following this exercise.

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.