

MILLS LINDA A
Form 4/A
February 23, 2010

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 *
MILLS LINDA A

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)
02/16/2010

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Corp. VP & Pres Info Sys

LOS ANGELES, CA 90067

4. If Amendment, Date Original Filed(Month/Day/Year)
02/19/2009

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Indirect Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	02/16/2010		F	2,559 D \$ 59.56	37,841 ⁽¹⁾	D	
Common Stock	02/16/2010		J ⁽²⁾	1,138 D ⁽²⁾ \$ 59.56	36,703 ⁽¹⁾	D	
Common Stock	02/16/2010		A	29,000 A \$ 59.56	65,703 ⁽³⁾	D	
Common Stock					9,222.9165	I	Trustee: Linda Anne Mills Living

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- (2) The measurement period for this installment of Restricted Performance Stock Rights (RPSRs) ended on 12/31/09, and the decrease in the number of shares represent a payout below the target for the 2009 performance period.

- Total amount includes 9750 unvested Restricted Performance Stock Rights (RPSRs) granted under the 2001 Long-Term Incentive Stock Plan (LTISP) on 2/27/08 with a valuation of performance measurement period ("measurement period") ending on 12/31/10; 21,900 RPSRs granted under the 2001 LTISP on 2/17/09, with the measurement period ending on 12/31/11; and 29,000 RPSRs granted under the 2001 LTISP on 2/16/10, with the measurement period ending on 12/31/12. Grants awarded pursuant to Rule 16b-3(d).
- (3)

- Held in the Northrop Grumman Savings and Investment Plan, a qualified profit sharing plan, as of January 29, 2010. Share totals with 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.
- (4)

- (5) The option vests over a period of three years to the extent of one-third (33%) annual equal installments on 2/16/11, 2/16/12 and 2/16/13.

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