

PETTERS C MICHAEL

Form 4

February 19, 2009

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
PETTERS C MICHAEL

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  
\_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)  
Corp. VP & Pres. Shipbuilding

LOS ANGELES, CA 90067

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  
\_\_\_\_ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|--------------------------------------------------------------------------------|
| Common<br>Stock                       | 02/17/2009                              |                                                             | F                                       | V Amount (A) or (D) Price<br>5,667 D \$ 44.99                           | 92,370 <sup>(1)</sup>                                                                                              | D                                                                    |                                                                                |
| Common<br>Stock                       | 02/17/2009                              |                                                             | J <sup>(2)</sup>                        | 2,400 D <sup>(2)</sup> \$ 44.99                                         | 89,970 <sup>(1)</sup>                                                                                              | D                                                                    |                                                                                |
| Common<br>Stock                       | 02/17/2009                              |                                                             | A                                       | 20,700 A \$ 44.99                                                       | 110,670 <sup>(3)</sup>                                                                                             | D                                                                    |                                                                                |
| Common<br>Stock                       |                                         |                                                             |                                         |                                                                         | 1,005.048                                                                                                          | I                                                                    | See<br>footnote.<br><sup>(4)</sup>                                             |

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

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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and<br>5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Underlying<br>(Instr. 3 and |                           |                    |                 |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------|---------------------------|--------------------|-----------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V                                                                                                         | (A)                                                            | (D)                                         | Date Exercisable          | Expiration<br>Date | Title           |
| Stock Option<br>(Right-to-Buy)                      | \$ 44.99                                                              | 02/17/2009                              |                                                             | A                                       |                                                                                                           | 119,050                                                        |                                             | 02/17/2010 <sup>(5)</sup> | 02/17/2016         | Common<br>Stock |

## Reporting Owners

| Reporting Owner Name / Address                                       | Relationships                    |
|----------------------------------------------------------------------|----------------------------------|
|                                                                      | Director 10% Owner Officer Other |
| PETTERS C MICHAEL<br>1840 CENTURY PARK EAST<br>LOS ANGELES, CA 90067 | Corp. VP & Pres. Shipbuilding    |

## Signatures

/s/ Kathleen M. Salmas, Attorney-in-fact for C. Michael  
Petters 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 18,000 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; 12,500
- (1) unvested Restricted Stock Rights ("RSRs") granted on 1/15/08 with 100% vesting on 1/15/11; and 13,000 unvested RPSRs granted under the LTISP on 2/27/08 with measurement period ending on 12/31/10. RPSR grants awarded pursuant to Rule 16b-3(d); and RSR grants awarded pursuant to Rule 16b-3(d)(3).
- (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 18,000 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; 12,500 unvested
- (3) Restricted Stock Rights ("RSRs") granted on 1/15/08, with 100% vesting on 1/15/11; and 13,000 unvested RPSRs granted under the LTISP on 2/27/08, with measurement period ending on 12/31/10; and 20,700 RPSRs granted under the 2001 LTISP on 2/17/09 with the measurement period ending on 12/31/11. RPSR grants awarded pursuant to Rule 16b-3(d); and RSR grants awarded pursuant to Rule 16b-3(d)(3).

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Held in the Northrop Grumman Savings and Investment Plan, a qualified profit sharing plan, as of January 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.

(5) 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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