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YSLAS STEPHEN D Form 3

January 07, 2009

FORM 3

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

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

OMB Number:

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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

30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person * Statement NORTHROP GRUMMAN CORP /DE/ [NOC] YSLAS STEPHEN D (Month/Day/Year) 01/01/2009 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) 1840 CENTURY PARK EAST (Check all applicable) (Street) 6. Individual or Joint/Group Filing(Check Applicable Line) 10% Owner Director _X_ Form filed by One Reporting _X__ Officer Other Person (give title below) (specify below) LOS ANGELES, CAÂ 90067 Form filed by More than One Corp. VP & General Counsel Reporting Person (City) (State) (Zip) **Table I - Non-Derivative Securities Beneficially Owned** 2. Amount of Securities 4. Nature of Indirect Beneficial 1. Title of Security Beneficially Owned Ownership Ownership (Instr. 4) (Instr. 4) Form: (Instr. 5) Direct (D) or Indirect (I) (Instr. 5) Â D Common Stock $68,085 \frac{(1)}{}$ Common Stock 3,318.776 I See footnote. (2) Reminder: Report on a separate line for each class of securities beneficially SEC 1473 (7-02) owned directly or indirectly. Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

currently valid OMB control number.

1. Title of Derivative Security 2. Date Exercisable and 3. Title and Amount of 6. Nature of Indirect (Instr. 4) **Expiration Date** Securities Underlying Conversion Ownership Beneficial Ownership (Month/Day/Year) **Derivative Security** or Exercise Form of (Instr. 5) (Instr. 4) Price of Derivative Derivative Security:

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Date Expiration Title Amount or Security Direct (D)

Exercisable Date Number of or Indirect
Shares (I)

(Instr. 5)

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

YSLAS STEPHEN D

1840 CENTURY PARK EAST | Â | Â | Corp. VP & General Counsel | Â

LOS ANGELES, CAÂ 90067

Signatures

/s/ Kathleen M. Salmas, Attorney-in-fact for Stephen D. Yslas 01/07/2009

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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 includes 7,000 unvested Restricted Performance Stock Rights (RPSRs) granted under the 2001 Long-Term Incentive Stock Plan (LTISP) on 1/1/09 with a valuation of performance measurement period ("measurement period") ending on 12/31/10; 8,150 unvested
- (1) RPSRs granted under the 2001 LTISP on 2/27/08 with the measurement period ending on 12/31/10; 12,000 unvested RPSRs granted under the 2001 LTISP on 2/28/07 with the measurement period ending on 12/31/09; and 7,500 vested, unpaid RPSRs granted under the 2001 LTISP on 2/15/06, the measurement period ended on 12/31/08. Grants awarded pursuant to Rule 16b-3(d).
- Held in the Northrop Grumman Savings and Investment Plan, a qualified profit sharing plan, as of January 1, 2009. 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.

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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