SUGAR RONALD D

Form 4

February 19, 2009

FORM 4

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

OMB Number: 3235-0287

OMB APPROVAL

Check this box if no longer subject to STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Expires: January 31, 2005

if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Estimated average burden hours per response... 0.5

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

SECURITIES

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Ac SUGAR RO	-	orting Person *	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
		NORTHROP GRUMM/ /DE/ [NOC]		(Check all applicable)		
(Last) 1840 CENTU	(First) URY PARK	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/17/2009	_X_ Director 10% Owner _X_ Officer (give title _X_ Other (specify below) below) Chief Executive Officer / Chairman		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
LOS ANGELES GA 00007			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting		

Person

LOS ANGELES, CA 90067

(City)	(State)	(Zip) Tal	ble I - Non	-Derivative	Secur	ities Acqu	uired, Disposed	of, or Benefic	ially Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired (A) Transaction Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or		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 43,996	(D)	Price \$ 44.99	397,141 (1)	D	
Common Stock	02/17/2009		J(2)	13,500	D (2)	\$ 44.99	383,641 (1)	D	
Common Stock	02/17/2009		A	100,300	A	\$ 44.99	483,941 (3)	D	
Common Stock							190,288	I	Trustee: The Sugar FamilyTrust U/A/D

7/19/01

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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 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. Transactio 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 Underlying (Instr. 3 and
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title
Stock Option (Right-to-Buy)	\$ 44.99	02/17/2009		A	576,650	02/17/2010(4)	02/17/2016	Common Stock

Reporting Owners

	Relationships
Renorting Owner Name / Address	

Director 10% Owner Officer Other

SUGAR RONALD D

1840 CENTURY PARK EAST X Chief Executive Officer Chairman LOS ANGELES, CA 90067

Signatures

/s/ Kathleen M. Salmas, Attorney-in-fact for Ronald D.
Sugar

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 includes 83,600 unvested Restricted Performance Stock Rights (RPSRs) granted under the 2001 Long-Term Incentive Stock Plan (LTISP) on 2/28/07 with the valuation of performance measurement period ("measurement period") ending on 12/31/09; and 81,329 RPSRs granted under the LTISP on 2/27/08, with measurement period ending on 12/31/10. Grants awarded pursuant to Rule 16b-3(d).
- (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 includes 83,600 unvested Restricted Performance Stock Rights (RPSRs) granted under the 2001 Long-Term Incentive Stock Plan (LTISP) on 2/28/07 with the valuation of performance measurement period ("measurement period") ending on 12/31/09; 81,329 RPSRs granted under the 2001 LTISP on 2/27/08 with measurement period ending on 12/31/10; and 100,300 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.

Reporting Owners 2

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