### Edgar Filing: MYERS RICHARD B - Form 4

#### MYERS RICHARD B

Form 4

September 30, 2009

# FORM 4

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

OMB

Check this box if no longer

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

3235-0287 Number: January 31, Expires:

2005

**OMB APPROVAL** 

subject to Section 16. Form 4 or Form 5 obligations

**SECURITIES** Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Estimated average burden hours per response... 0.5

may continue. See Instruction

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * MYERS RICHARD B	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	3. Date of Earliest Transaction (Month/Day/Year) 09/30/2009	X Director 10% Owner Officer (give title below) Other (specify below)			
(Street)	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			
LOS ANGELES, CA 90067		Person			

(City)	(State) (	(Zip)	Table I - Non-D	ble I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Own							
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities Acquired	5. Amount of	6. Ownership 7. Nature of					

1.11110 01	2. Transaction Date	ZA. Decineu	٥.	4. Securiti	cs Acqu	uncu	J. Allioulit of	o. Ownership	7. Ivaluic of
Security	(Month/Day/Year)	Execution Date, if	Transaction(A) or Disposed of (D)				Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	Code (Instr. 3, 4 and 5)		Beneficially	(D) or	Beneficial	
		(Month/Day/Year)	(Instr. 8)				Owned	Indirect (I)	Ownership
							Following	(Instr. 4)	(Instr. 4)
					( ) \		Reported		
					(A)		Transaction(s)		
			$\alpha$ . $\alpha$	<b>A</b>	or (D)	ъ.	(Instr. 3 and 4)		
			Code V	Amount	(D)	Price			~
Common					\$	4			See
	09/30/2009		<u>J(1)</u>	$708  \frac{(1)}{}$	$A = \frac{\Psi}{5}$	, 1 75	6,191 (2)	I	footnote.
Stock					3	01.73			(2)
									_
Common							0	D	
Stock							0	D	
Stock							O	D	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration D	ate	Amoun	t of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	3 and 4)		Own
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A manuat		
									Amount		
						Date	Expiration		Or		
						Exercisable	Date		Number		
				C + V	(A) (D)				of		
				Code V	(A) (D)				Shares		

## **Reporting Owners**

Relationships Reporting Owner Name / Address

10% Owner Officer Other Director

MYERS RICHARD B 1840 CENTURY PARK EAST X LOS ANGELES, CA 90067

# **Signatures**

/s/ Kathleen M. Salmas, Attorney-in-fact for Richard B. Myers

09/30/2009

\*\*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).
- Shares of common stock deferred into stock unit account, including dividends, pursuant to the 1993 Stock Plan for Non-Employee **(1)** Directors in a transaction exempt pursuant to Rule 16b-3.
- (2) Represents shares of common stock held in a stock unit account pursuant to the 1993 Stock Plan for Non-Employee Directors.

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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