

SECURITIES AND EXCHANGE COMMISSION

FORM 4/A

Statement of changes in beneficial ownership of securities [amend]

Filing Date: **2013-01-17** | Period of Report: **2012-12-31**
SEC Accession No. [0001225208-13-001645](#)

(HTML Version on secdatabase.com)

REPORTING OWNER

PETERS AULANA L

CIK: **1192904**

Type: **4/A** | Act: **34** | File No.: **001-16411** | Film No.: **13535254**

Mailing Address
MERRILL LYNCH CORP
222 BROADWAY 17TH FL
NEW YORK NY 10038

ISSUER

NORTHROP GRUMMAN CORP /DE/

CIK: **1133421** | IRS No.: **800640649** | Fiscal Year End: **1231**

SIC: **3812** Search, detection, navigation, guidance, aeronautical sys

| Mailing Address | Business Address |
|---|---|
| 2980 FAIRVIEW PARK DRIVE C/O NORTHROP GRUMMAN CORP FALLS CHURCH VA 22042 | 2980 FAIRVIEW PARK DRIVE C/O NORTHROP GRUMMAN CORP FALLS CHURCH VA 22042 703-280-2900 |

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: 02/28/2011
Estimated average burden hours per response 0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

| | | | | | | | | |
|---|---------|----------|--|--|--|---|--|--|
| 1. Name and Address of Reporting Person PETERS AULANA L | | | 2. Issuer Name and Ticker or Trading Symbol NORTHROP GRUMMAN CORP /DE/ [NOC] | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 12/31/2012 | | | 6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person | | |
| 2980 FAIRVIEW PARK DRIVE (Street) FALLS CHURCH, VA 22042 | | | 4. If Amendment, Date Original Filed(Month/Day/Year) 01/03/2013 | | | | | |
| (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 Beneficial Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|-----|---|------------|---|--|---|-------|---|--|
| | | | Code | V | Amount | (A) or (D) | | | | Price | | |
| Common Stock | 12/31/2012 | | J | (1) | 617 | (1) | A | \$67.58 | 18,897 | (2) | D | |

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. Transaction Code (Instr. 8) | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|---|--|-----|---|--|--|--|--|
| | | | | Code | V | | (A) | (D) | | | | | |

Explanation of Responses:

1. Represents shares of common stock deferred into a stock unit account, including dividends, pursuant to the Northrop Grumman 2011 Long-Term Incentive Stock Plan in a transaction exempt pursuant to Rule 16b-3. Amendment reflects the correct number of shares distributed.

2. Amount includes (i) 2,067 shares of common stock; and (ii) 16,830 shares of common stock held in a stock unit account pursuant to the Northrop Grumman 2011 Long-Term Incentive Stock Plan and the 1993 Stock Plan for Non-Employee Directors. Amended total now includes the correct number of shares distributed.

Signatures

/s/ Jennifer C. McGarey, Attorney-in-Fact

** Signature of Reporting Person

01/17/2013

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.