

BUSH WESLEY G
Form 4/A
September 02, 2011

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 *
BUSH WESLEY G

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)
2980 FAIRVIEW PARK DRIVE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
08/19/2011

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
Chmn., CEO and Pres.

FALLS CHURCH, VA 22042-4511
(City) (State) (Zip)

4. If Amendment, Date Original
Filed(Month/Day/Year)
08/23/2011

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

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	08/19/2011		P		5,000	A \$ 49.75 ⁽¹⁾	147,668	I	Trustee: WG&NF Bush Family Trust
Common Stock							317,379 ⁽²⁾	D	
Common Stock							4,818.42	I	See footnote ⁽³⁾

Reminder: Report on a separate line for each class of securities beneficially 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 currently valid OMB control number.

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. 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 Underlying Securities (Instr. 3 and 4)	8. Price or Value of Underlying Securities (Instr. 3 and 4)
SEP Unit	(4)			Code V (A) (D)		Date Exercisable (5) Expiration Date (5)	Common Stock	2,883.2186

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BUSH WESLEY G 2980 FAIRVIEW PARK DRIVE FALLS CHURCH, VA 22042-4511	X		Chmn., CEO and Pres.	

Signatures

Jennifer C. McGarey, Attorney-in-Fact for Wesley G. Bush 09/01/2011

__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).

(1) Represents the weighted average purchase price of \$49.75 rounded to the nearest hundredths. The highest price which the shares were purchased was \$49.790 and the lowest price which the shares were purchased was \$49.690.

(2) Total amount includes 62,618 unvested Restricted Performance Stock Rights ("RPSRs") granted under the 2001 Long-Term Incentive Stock Plan ("LTISP") on 2/17/09, with a valuation of performance measurement period ("measurement period"), ending on 12/31/11; 119,931 unvested RPSRs granted under the LTISP on 2/16/10, with the measurement period ending on 12/31/12; 67,415 unvested RPSRs granted under the LTISP on 2/15/11 with the measurement period ending on 12/31/13; and 67,415 Restricted Stock Rights granted under the LTISP on 2/15/11 and cliff vests 100% on the fourth anniversary from the grant date on 2/15/15. Grants awarded pursuant to Rule 16b-3(d).

(3)

Edgar Filing: BUSH WESLEY G - Form 4/A

Held in the Northrop Grumman Savings and Investment Plan, a qualified profit sharing plan, as of July 29, 2011. 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.

- (4) SEP units credited under the Northrop Grumman Savings Excess Plan (the "SEP Plan"), a non-qualified deferred compensation plan, as of July 29, 2011. The value of each unit is based on the price of Issuer common stock, although share totals with respect to the SEP Plan are based upon unit accounting and therefore may reflect a decrease in units attributable to an individual though no disposition occurred.
- (5) SEP units are payable in cash following termination of the Reporting Person's employment with the Issuer.

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.