FLACH GLORIA A Form 4 April 04, 2011

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB APPROVAL

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if no longer subject to Section 16. Form 4 or

Check this box

Form 5 Filed pursua Section 17(a) of See Instruction

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(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading FLACH GLORIA A Issuer Symbol NORTHROP GRUMMAN CORP (Check all applicable) /DE/ [NOC] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner X\_ Officer (give title \_Other (specify (Month/Day/Year) below) 1840 CENTURY PARK EAST 03/31/2011 CORP VP. PRES, ENT SH SVCS (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting LOS ANGELES, CA 90067 Person (City) (State) (Zip)

(City)	(State) (2	Table	l - Non-Do	erivative Securiti	ies Acq	quired, Disposed o	of, or Beneficial	lly Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities		5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	onAcquired (A) or	•	Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	Disposed of (D)	)	Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)	5)	Owned	Indirect (I)	Ownership
						Following	(Instr. 4)	(Instr. 4)
				(4)		Reported		
				(A)		Transaction(s)		
			Code V	or Amount (D)	Price	(Instr. 3 and 4)		
Common	03/31/2011		A		\$ 0	55,482 (1) (2)	D	
Stock	03/31/2011		4.1	5,700 II (	Ψυ	(3)	D	

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)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	e 3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amour Underlying Securit (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo or Num of Sl
Stock Option (Right-to-Buy)	\$ 35.92	03/31/2011		A(2)	3,281	<u>(4)</u>	08/15/2011	Common Stock	3,2
Stock Option (Right-to-Buy)	\$ 52.48	03/31/2011		A(2)	2,953	<u>(4)</u>	08/20/2012	Common Stock	2,9
Stock Option (Right-to-Buy)	\$ 43.08	03/31/2011		A(2)	3,281	<u>(4)</u>	08/20/2013	Common Stock	3,2
Stock Option (Right-to-Buy)	\$ 47.99	03/31/2011		A(2)	3,281	<u>(4)</u>	06/14/2014	Common Stock	3,2
Stock Option (Right-to-Buy)	\$ 49.1	03/31/2011		A(2)	875	<u>(4)</u>	10/01/2014	Common Stock	87
Stock Option (Right-to-Buy)	\$ 41.14	03/31/2011		A(2)	7,148	<u>(6)</u>	02/17/2016	Common Stock	7,1
Stock Option (Right-to-Buy)	\$ 54.46	03/31/2011		A(2)	59,664	<u>(7)</u>	02/16/2017	Common Stock	59,
Stock Option (Right-to-Buy)	\$ 63.22	03/31/2011		A(2)	34,424	(8)	02/15/2018	Common Stock	34,

# **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

FLACH GLORIA A 1840 CENTURY PARK EAST

LOS ANGELES, CA 90067

CORP VP. PRES, ENT SH SVCS

### **Signatures**

/s/ Kathleen M. Salmas, Attorney-in-Fact for Gloria A. Flach 04/04/2011

\*\*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)

Reporting Owners 2

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On March 30, 2011, New P, Inc., now renamed "Northrop Grumman Corporation" ("Issuer"), became the successor issuer of Northrop Grumman Corporation ("Old Northrop Grumman"), now renamed "Titan II Inc.", pursuant to a merger. As a result of the merger, each holder of Old Northrop Grumman common stock received the identical number and percentage of the outstanding shares of common stock of Issuer as they owned of Old Northrop Grumman prior to the merger.

- Pursuant to anti-dilution provisions of this grant, the number of shares subject to it (and for options, the exercise price) was adjusted in conjunction with the Issuer's spin-off of Huntington Ingalls Industries, Inc. The terms of the adjustment were approved by the Issuer's Board of Directors.
  - Total amount includes 12,986 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; 14,109 RPSRs
- (3) granted under the LTISP on 2/16/10, with the measurement period ending on 12/31/12; 8,089 RPSRs granted under the LTISP on 2/15/11, with the measurement period ending on 12/31/13; and 8,089 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).
- (4) The option is fully exercisable.
- (5) Granted without payment by grantee.
- (6) 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.
- (7) The option vests over a period of three years to the extent of one-third (33%) annual equal installments on 2/16/11, 2/16/12 and 2/16/13.
- (8) The option vests over a period of three years to the extent of one-third (33%) annual equal installments on 2/15/12, 2/15/13 and 2/15/14. 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.