

FLACH GLORIA A  
Form 3/A  
May 11, 2010

# FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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## INITIAL STATEMENT OF 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

(Print or Type Responses)

1. Name and Address of Reporting  
Person \*

FLACH GLORIA A

(Last) (First) (Middle)

1840 CENTURY PARK EAST

(Street)

LOS ANGELES, CA 90067

(City) (State) (Zip)

2. Date of Event Requiring  
Statement

(Month/Day/Year)

03/01/2010

3. Issuer Name and Ticker or Trading Symbol

NORTHROP GRUMMAN CORP /DE/ [NOC]

4. Relationship of Reporting  
Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner

☒ Officer \_\_\_\_ Other

(give title below) (specify below)

CORP VP. PRES, ENT, SH SVCS

5. If Amendment, Date Original  
Filed (Month/Day/Year)

03/02/2010

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 Beneficially Owned

1. Title of Security  
(Instr. 4)

Common Stock

2. Amount of Securities  
Beneficially Owned  
(Instr. 4)

38,579 <sup>(1)</sup>

3. Ownership  
Form:  
Direct (D)  
or Indirect  
(I)  
(Instr. 5)

D

4. Nature of Indirect Beneficial  
Ownership  
(Instr. 5)

Å

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

SEC 1473 (7-02)

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information contained in this form are not  
required to respond unless the form displays a  
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### Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security  
(Instr. 4)

2. Date Exercisable and  
Expiration Date  
(Month/Day/Year)

Date Exercisable Expiration  
Date

3. Title and Amount of  
Securities Underlying  
Derivative Security  
(Instr. 4)

Title Amount or  
Number of

4. Conversion  
or Exercise  
Price of  
Derivative  
Security

5. Ownership  
Form of  
Derivative  
Security:  
Direct (D)  
or Indirect

6. Nature of  
Indirect Beneficial  
Ownership  
(Instr. 5)

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				Shares		(I) (Instr. 5)	
Stock Option (Right-to-Buy)	02/16/2011 <sup>(2)</sup>	02/16/2017	Common Stock	54,550	\$ 59.56	D	Â
Stock Option (Right-to-Buy)	02/17/2010 <sup>(3)</sup>	02/17/2016	Common Stock	6,536	\$ 44.99	D	Â
Stock Option (Right-to-Buy)	10/01/2005 <sup>(4)</sup>	10/01/2014	Common Stock	800	\$ 53.7	D	Â
Stock Option (Right-to-Buy)	06/14/2005 <sup>(4)</sup>	06/14/2014	Common Stock	3,000	\$ 52.485	D	Â
Stock Option (Right-to-Buy)	08/20/2004 <sup>(4)</sup>	08/20/2013	Common Stock	3,000	\$ 47.11	D	Â
Stock Option (Right-to-Buy)	08/20/2003 <sup>(4)</sup>	08/20/2012	Common Stock	2,700	\$ 57.4	D	Â
Stock Option (Right-to-Buy)	08/15/2002 <sup>(4)</sup>	08/15/2011	Common Stock	3,000	\$ 39.28	D	Â
Stock Option (Right-to-Buy)	05/16/2002 <sup>(5)</sup>	05/16/2010	Common Stock	1,426	\$ 38.13	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FLACH GLORIA A 1840 CENTURY PARK EAST LOS ANGELES,Â CAA 90067	Â	Â	Â CORP VP. PRES, ENT,SH SVCS	Â

## Signatures

/s/ Kathleen M. Salmas, Attorney-in-fact for Gloria A.  
Flach

03/02/2010

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(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) Total amount includes 4,636 unvested Restricted Performance Stock Rights (RPSRs) granted under the 2001 Long-Term Incentive Stock Plan (LTISP) on 2/27/08 with a valuation of performance measurement period ("measurement period") ending on 12/31/10; 11,873 unvested RPSRs granted under the LTISP on 2/17/09 with measurement period ending on 12/31/11; and 12,900 unvested RPSRs granted under the LTISP on 2/16/10 with measurement period ending on 12/31/12. RPSR grants awarded pursuant to Rule 16b-3(d)(3).
- (2) 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.
- (3) 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.
- (4) The option vests in four equal installments (25%) on each anniversary of grant date.
- (5) The option vests on 2nd anniversary of grant date.

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

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