

CAMERON JAMES L
Form 3
January 06, 2006

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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â CAMERON JAMES L		(Month/Day/Year)	NORTHROP GRUMMAN CORP /DE/ [NOC]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
			(Check all applicable)	
1840 CENTURY PARK EAST			___ Director	___ 10% Owner
(Street)			<u>X</u> Officer	___ Other
LOS ANGELES,Â CAÂ 90067			(give title below)	(specify below)
(City)	(State)	(Zip)	Corp VP & Pres	Technical Servs
			6. Individual or Joint/Group Filing(Check Applicable Line)	
			<u>X</u> 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)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	36,000 ⁽¹⁾	D	Â

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

SEC 1473 (7-02)

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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)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	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)
	Date Exercisable	Expiration Date	Title	Amount or Number of	

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				Shares		(I) (Instr. 5)	
Stock Option (Right-to-Buy)	09/26/2004 ⁽²⁾	09/26/2013	Common Stock	12,000	\$ 43.08	D	Â
Stock Option (Right-to-Buy)	06/14/2005 ⁽²⁾	06/14/2014	Common Stock	13,000	\$ 52.485	D	Â
Stock Option (Right-to-Buy)	01/01/2007 ⁽³⁾	01/01/2016	Common Stock	47,000	\$ 60.11	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CAMERON JAMES L 1840 CENTURY PARK EAST LOS ANGELES, CA 90067	Â	Â	Â Corp VP & Pres Technical Servs	Â

Signatures

Kathleen M. Salmas, Attorney-in-fact for James L. Cameron

01/06/2006

__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).

- Total includes 5,000 unvested Restricted Performance Stock Rights ("RPSRs") granted under the 2001 Long-Term Incentive Stock Plan ("LTISP") on 9/26/03, plus an additional 2,800 RPSRs granted on 1/1/06, with a valuation of performance measurement period
- (1) ("measurement period") ending 12/31/06; 7,500 unvested RPSRs granted under the 2001 LTISP on 2/16/05, plus an additional 5,700 RPSRs granted on 1/1/06, with the measurement period ending 12/31/07; and 15,000 unvested RPSRs granted under the 2001 LTISP on 1/1/06, with the measurement period ending 12/31/08. Grants awarded pursuant to Rule 16b-3(d).
 - (2) This option was vested and exercisable on 9/30/05 pursuant to board of directors resolution dated 5/16/05, approving acceleration of options granted prior to 9/30/05.
 - (3) This option was granted on 1/1/2006 and vests in four annual equal installments commencing on the first anniversary following the grant date.

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.