#### NORTHROP GRUMMAN CORP /DE/

Form 4

February 17, 2006

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

**OMB APPROVAL** 

response...

if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

**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 may continue.

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person \* PITTS JAMES F

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)

3. Date of Earliest Transaction

(Month/Day/Year)

Filed(Month/Day/Year)

\_X\_\_ Officer (give title below)

10% Owner \_ Other (specify

1840 CENTURY PARK EAST

02/16/2006

Corp VP & Pres, Electron. Sys.

(Street)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person

Director

Form filed by More than One Reporting Person

LOS ANGELES, CA 90067

(City)	(State)	(Zip) Tabl	e I - Non-I	Derivative :	Securi	ities Acqu	iired, Disposed of	, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securit on(A) or Dis (Instr. 3,	sposed	of (D)	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)
Common Stock	02/16/2006		Code V M	Amount 14,000	(D)	Price \$ 44.06	64,764 <u>(1)</u>	D	
Common Stock	02/16/2006		M	14,000	A	\$ 49.57	78,764 <u>(1)</u>	D	
Common Stock	02/16/2006		M	10,000	A	\$ 39.28	88,764 (1)	D	
Common Stock	02/16/2006		S	3,000	D	\$ 64.85	85,764 (1)	D	
Common Stock	02/16/2006		S	1,064	D	\$ 64.88	84,700 (1)	D	

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Common Stock	02/16/2006	S	2,500	D	\$ 64.9	82,200 (1)	D
Common Stock	02/16/2006	S	700	D	\$ 64.91	81,500 (1)	D
Common Stock	02/16/2006	S	1,200	D	\$ 64.92	80,300 (1)	D
Common Stock	02/16/2006	S	1,500	D	\$ 64.93	78,800 <u>(1)</u>	D
Common Stock	02/16/2006	S	200	D	\$ 64.94	78,600 <u>(1)</u>	D
Common Stock	02/17/2006	S	4,200	D	\$ 64.95	74,400 (1)	D
Common Stock	02/16/2006	S	2,300	D	\$ 64.96	72,100 (1)	D
Common Stock	02/16/2006	S	500	D	\$ 64.97	71,600 (1)	D
Common Stock	02/17/2006	S	400	D	\$ 64.98	71,200 (1)	D
Common Stock	02/16/2006	S	1,900	D	\$ 64.99	69,300 (1)	D
Common Stock	02/16/2006	S	2,800	D	\$ 65	66,500 (1)	D
Common Stock	02/16/2006	S	2,000	D	\$ 65.01	64,500 (1)	D
Common Stock	02/16/2006	S	100	D	\$ 65.02	64,400 (1)	D
Common Stock	02/16/2006	S	300	D	\$ 65.03	64,100 (1)	D
Common Stock	02/16/2006	S	1,500	D	\$ 65.04	62,600 (1)	D
Common Stock	02/16/2006	S	2,700	D	\$ 65.05	59,900 (1)	D
Common Stock	02/16/2006	S	2,900	D	\$ 65.06	57,000 (1)	D
Common Stock	02/16/2006	S	900	D	\$ 65.07	56,100 (1)	D
Common Stock	02/16/2006	S	100	D	\$ 65.08	56,000 (1)	D
Common Stock	02/16/2006	S	4,800	D	\$ 65.1	51,200 (1)	D
	02/16/2006	S	200	D		51,000 (1)	D

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Common Stock					\$ 65.11	
Common Stock	02/16/2006	S	3,000	D	\$ 65.15 48,000 (1)	D
Common Stock	02/16/2006	S	4,000	D	\$ 65.2 \$ 44,000 <u>(1)</u>	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)

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. Transactic 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 Amo Underlying Secu (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	An or Nu of
Stock Option (Right-to-Buy)	\$ 44.06	02/16/2006		M	14,000	12/16/2000	12/16/2008	Common Stock	14
Stock Option (Right-to-Buy)	\$ 49.57	02/16/2006		M	14,000	12/16/2000	12/16/2008	Common Stock	14
Stock Option (Right-to-Buy)	\$ 39.28	02/16/2006		M	10,000	08/15/2002	08/15/2011	Common Stock	10

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
Treporting of their reality reality	Director	10% Owner	Officer	Other			
PITTS JAMES F 1840 CENTURY PARK EAST LOS ANGELES, CA 90067			Corp VP & Pres, Electron. Sys.				

# **Signatures**

/s/ Kathleen M. Salmas, Attorney-in-fact for James
F. Pitts

02/17/2006

\*\*Signature of Reporting Person Date

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### **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).
  - $Total \ includes \ 6,000 \ unvested \ Restricted \ Performance \ Stock \ Rights \ (RPSRs) \ granted \ under the \ 2001 \ Long-Term \ Incentive \ Stock \ Plan \ ("LTISP") \ on \ 8/20/03 \ with \ the \ valuation \ of \ performance \ measurement \ period \ ("measurement \ period") \ ending \ on \ 12/31/2006; \ 7,000$
- unvested RPSRs granted under the 2001 LTISP on 2/16/05 with the measurement period ending on 12/31/07; 4,200 RPSRs granted under the 2001 LTISP on 10/1/05 with the measurement period ending on 12/31/06; 6,800 RPSRs granted under the 2001 LTISP on 10/1/05 with the measurement period ending on 12/31/07; and 20,000 unvested RPSRs granted under the 2001 LTISP on 2/15/06 with the measurement period ending 12/31/08. Grants awarded pursuant to Rule 16b-3(d).

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.