

NORTHROP GRUMMAN CORP /DE/
Form 4
May 27, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
O Neill James R

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)
1840 CENTURY PARK EAST
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/26/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Corp. VP & Pres., Info. Tech.

LOS ANGELES, CA 90067

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

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

(City) (State) (Zip)

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	05/26/2005	05/26/2005	M		13,500	A	\$ 54.38
Common Stock	05/26/2005	05/26/2005	M		4,500	A	\$ 47.11
Common Stock	05/26/2005	05/26/2005	S		1,600	D	\$ 55.19
Common Stock	05/26/2005	05/26/2005	S		300	D	\$ 55.21
Common Stock	05/26/2005	05/26/2005	S		900	D	\$ 55.22

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Common Stock	05/26/2005	05/26/2005	S	3,900	D	\$ 55.24	63,760	D
Common Stock	05/26/2005	05/26/2005	S	5,760	D	\$ 55.25	58,000	D
Common Stock	05/26/2005	05/26/2005	S	2,500	D	\$ 55.26	55,500	D
Common Stock	05/26/2005	05/26/2005	S	6,300	D	\$ 55.27	49,200	D
Common Stock	05/26/2005	05/26/2005	S	1,500	D	\$ 55.28	47,700	D
Common Stock	05/26/2005	05/26/2005	S	1,100	D	\$ 55.29	46,660	D
Common Stock	05/26/2005	05/26/2005	S	1,600	D	\$ 55.3	45,000	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. 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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right-to-Buy)	\$ 54.38	05/26/2005	05/26/2005	M	13,500	03/18/2003 03/18/2012	Common Stock	13	
Stock Option (Right-to-Buy)	\$ 47.11	05/26/2005	05/26/2005	M	4,500	08/20/2004 08/20/2013	Common Stock	4	

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other
Corp. VP & Pres., Info. Tech.

O'Neill James R
1840 CENTURY PARK EAST
LOS ANGELES, CA 90067

Signatures

Kathleen M. Salmas, Attorney-in-fact for James R.
O'Neill

05/27/2005

__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).

Total includes 7,500 unvested Restricted Performance Stock Rights granted under the 2001 Long-Term Incentive Stock Plan (LTISP) on 8/20/02, with the valuation of performance measurement period ("measurement period") ending on 12/31/05; 7,500 unvested RPSRs (1) granted under the 2001 LTISP on 8/20/03, with the measurement period ending on 12/31/06; 6,000 unvested RPSRs granted under the 2001 LTISP on 3/16/04 with the measurement period ending on 12/31/06; and 24,000 unvested RPSRs granted under the 2001 LTISP on 2/28/05, with the measurement period ending on 12/31/07. 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.

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