

MULLAN JOHN H
Form 4
February 22, 2006

FORM 4

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

OMB APPROVAL

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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 *
MULLAN JOHN H

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)
02/21/2006

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)
Corp. VP & Secretary

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	02/21/2006		M ⁽¹⁾	2,897 A \$ 51.95	45,016 ⁽²⁾	D	
Common Stock	02/21/2006		M ⁽¹⁾	1,987 A \$ 51.95	47,003 ⁽²⁾	D	
Common Stock	02/21/2006		M ⁽¹⁾	2,884 A \$ 51.95	49,887 ⁽²⁾	D	
Common Stock	02/21/2006		M ⁽¹⁾	2,954 A \$ 54.9	52,841 ⁽²⁾	D	
Common Stock	02/21/2006		M ⁽¹⁾	325 A \$ 28.25	53,166 ⁽²⁾	D	

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Common Stock	02/21/2006	M ⁽¹⁾	229	A	\$ 51.95	53,395 ⁽²⁾	D
Common Stock	02/21/2006	M ⁽¹⁾	225	A	\$ 51.95	53,620 ⁽²⁾	D
Common Stock	02/21/2006	M ⁽¹⁾	220	A	\$ 54.9	53,840 ⁽²⁾	D
Common Stock	02/21/2006	M ⁽¹⁾	2,000	A	\$ 39.28	55,840 ⁽²⁾	D
Common Stock	02/21/2006	M ⁽¹⁾	3,357	A	\$ 51.95	59,197 ⁽²⁾	D
Common Stock	02/21/2006	M ⁽¹⁾	1,686	A	\$ 51.95	60,883 ⁽²⁾	D
Common Stock	02/21/2006	M ⁽¹⁾	2,300	A	\$ 57.4	63,183 ⁽²⁾	D
Common Stock	02/21/2006	M ⁽¹⁾	2,000	A	\$ 47.11	65,183 ⁽²⁾	D

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

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(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 Underlying (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Stock Option (Right-to-Buy)	\$ 51.95	02/21/2006		M ⁽¹⁾	2,897	02/25/2005	12/17/2006	Common Stock
Stock Option (Right-to-Buy)	\$ 65.3	02/21/2006		A ⁽¹⁾	2,515	08/21/2006 ⁽³⁾	12/17/2006	Common Stock
Stock Option (Right-to-Buy)	\$ 51.95	02/21/2006		M ⁽¹⁾	1,987	02/25/2005	12/17/2008	Common Stock
Stock Option (Right-to-Buy)	\$ 65.3	02/21/2006		A ⁽¹⁾	1,765	08/21/2006 ⁽³⁾	12/17/2008	Common Stock

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Stock Option (Right-to-Buy)	\$ 51.95	02/21/2006	<u>M</u> ⁽¹⁾	2,884	02/25/2005	12/16/2008	Common Stock
Stock Option (Right-to-Buy)	\$ 65.3	02/21/2006	<u>A</u> ⁽¹⁾	2,504	08/21/2006 ⁽³⁾	12/16/2008	Common Stock
Stock Option (Right-to-Buy)	\$ 54.9	02/21/2006	<u>M</u> ⁽¹⁾	2,954	08/01/2002	12/17/2008	Common Stock
Stock Option (Right-to-Buy)	\$ 65.3	02/21/2006	<u>A</u> ⁽¹⁾	2,651	08/21/2006 ⁽³⁾	12/17/2008	Common Stock
Stock Option (Right-to-Buy)	\$ 28.25	02/21/2006	<u>M</u> ⁽¹⁾	325	11/22/2001	11/22/2009	Common Stock
Stock Option (Right-to-Buy)	\$ 65.3	02/21/2006	<u>A</u> ⁽¹⁾	224	08/21/2006 ⁽³⁾	11/22/2009	Common Stock
Stock Option (Right-to-Buy)	\$ 51.95	02/21/2006	<u>M</u> ⁽¹⁾	229	02/25/2005	11/22/2009	Common Stock
Stock Option (Right-to-Buy)	\$ 65.3	02/21/2006	<u>A</u> ⁽¹⁾	203	08/21/2006 ⁽³⁾	11/22/2009	Common Stock
Stock Option (Right-to-Buy)	\$ 51.95	02/21/2006	<u>M</u> ⁽¹⁾	225	02/25/2005	11/22/2009	Common Stock
Stock Option (Right-to-Buy)	\$ 65.3	02/21/2006	<u>A</u> ⁽¹⁾	195	08/21/2006 ⁽³⁾	11/22/2009	Common Stock
Stock Option (Right-to-Buy)	\$ 54.9	02/21/2006	<u>M</u> ⁽¹⁾	220	08/01/2002	11/23/2009	Common Stock
Stock Option (Right-to-Buy)	\$ 65.3	02/21/2006	<u>A</u> ⁽¹⁾	196	08/21/2006 ⁽³⁾	11/23/2009	Common Stock
Stock Option (Right-to-Buy)	\$ 39.28	02/21/2006	<u>M</u> ⁽¹⁾	2,000	08/15/2002	08/15/2011	Common Stock
Stock Option (Right-to-Buy)	\$ 65.3	02/21/2006	<u>A</u> ⁽¹⁾	1,487	08/21/2006 ⁽³⁾	08/15/2011	Common Stock
Stock Option (Right-to-Buy)	\$ 51.95	02/21/2006	<u>M</u> ⁽¹⁾	3,357	02/25/2005	08/15/2011	Common Stock
Stock Option (Right-to-Buy)	\$ 65.3	02/21/2006	<u>A</u> ⁽¹⁾	2,915	08/21/2006 ⁽³⁾	08/15/2011	Common Stock
Stock Option (Right-to-Buy)	\$ 51.95	02/21/2006	<u>M</u> ⁽¹⁾	1,686	02/25/2005	08/15/2011	Common Stock
Stock Option (Right-to-Buy)	\$ 65.3	02/21/2006	<u>A</u> ⁽¹⁾	1,464	08/21/2006 ⁽³⁾	08/15/2011	Common Stock
Stock Option (Right-to-Buy)	\$ 57.4	02/21/2006	<u>M</u> ⁽¹⁾	2,300	08/20/2003	08/20/2012	Common Stock
Stock Option (Right-to-Buy)	\$ 65.3	02/21/2006	<u>A</u> ⁽¹⁾	2,120	08/21/2006 ⁽³⁾	08/20/2012	Common Stock
	\$ 47.11	02/21/2006	<u>M</u> ⁽¹⁾	2,000	08/20/2004	08/20/2013	

Stock Option
(Right-to-Buy)

Common
Stock

Stock Option (Right-to-Buy) \$ 65.3 02/21/2006 A⁽¹⁾ 1,641 08/21/2006⁽³⁾ 08/20/2013

Common
Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MULLAN JOHN H 1840 CENTURY PARK EAST LOS ANGELES, CA 90067			Corp. VP & Secretary	

Signatures

/s/ Kathleen M. Salmas, Attorney-in-fact for John H. Mullan 02/22/2006

 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) Stock-swap exercise and reload of grant of non-qualified stock options; and disposition of shares upon tax withholding in a transaction exempt under Rule 16b-3(d)(1).
Total includes 4,000 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 12/31/06; 4,000 RPSRs granted under the 2001 LTISP on 2/28/05 with the measurement period ending on 12/31/07; and 6,000 RPSRs granted under the 2001 LTISP on 2/15/06 with the measurement period ending on 12/31/08. Grants awarded pursuant to Rule 16b-3(d).
- (2)
- (3) The "reload" option vests in six months following the date of the reload option grant.

Remarks:

This is one of two Form 4s in related transactions on the event date February 21, 2006.

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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