

NORTHROP GRUMMAN CORP /DE/
 Form 4
 June 01, 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 *
WINTER DONALD C

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)
05/31/2005

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

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	05/31/2005	05/31/2005	M		16,072	A	\$ 49.85
Common Stock	05/31/2005	05/31/2005	M		16,072	A	\$ 46.67
Common Stock	05/31/2005	05/31/2005	M		13,930	A	\$ 46.79
Common Stock	05/31/2005	05/31/2005	S		21,844	D	\$ 55.44
Common Stock	05/31/2005	05/31/2005	S		8,400	D	\$ 55.52

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Common Stock	05/31/2005	05/31/2005	S	100	D	\$ 55.53	120,204 ⁽¹⁾	D
Common Stock	05/31/2005	05/31/2005	S	128	D	\$ 55.57	120,076 ⁽¹⁾	D
Common Stock	05/31/2005	05/31/2005	S	1,672	D	\$ 55.6	118,404 ⁽¹⁾	D
Common Stock	05/31/2005	05/31/2005	S	5,600	D	\$ 55.61	112,804 ⁽¹⁾	D
Common Stock	05/31/2005	05/31/2005	S	8,200	D	\$ 55.63	104,604 ⁽¹⁾	D
Common Stock	05/31/2005	05/31/2005	S	130	D	\$ 55.69	104,474 ⁽¹⁾	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
Stock Option (Right-to-Buy)	\$ 49.85	05/31/2005	05/31/2005	M	16,072	02/11/1999	02/11/2008	Common Stock	16,072
Stock Option (Right-to-Buy)	\$ 46.67	05/31/2005	05/31/2005	M	16,072	02/10/2000	02/10/2009	Common Stock	16,072
Stock Option (Right-to-Buy)	\$ 46.79	05/31/2005	05/31/2005	M	13,930	02/04/1998	02/04/2007	Common Stock	13,930

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
			Corp. VP & Pres., Mission Sys.	

WINTER DONALD C
1840 CENTURY PARK EAST
LOS ANGELES, CA 90067

Signatures

Kathleen M. Salmas, Attorney-in-fact for Donald C.
Winter

06/01/2005

__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 30,000 Restricted Stock Rights granted under the 2001 Long-Term Incentive Stock Plan (LTISP) on 2/17/04, with 100% vesting on 2/17/08; 16,000 Restricted Performance Stock Rights (RSRs) granted under the 2001 LTISP on 12/18/02, with the valuation of
(1) performance measurement period ("measurement period") ending on 12/31/05; 20,000 RPSRs granted under the 2001 LTISP on 8/20/03, 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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