

NORTHROP GRUMMAN CORP /DE/

Form 4

June 01, 2005

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(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
____X____ Officer (give title ____ Other (specify
below) 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)
____X____ 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	120,546 ⁽¹⁾	D	
Common Stock	05/31/2005	05/31/2005	M		16,072	A \$ 46.67	136,618 ⁽¹⁾	D	
Common Stock	05/31/2005	05/31/2005	M		13,930	A \$ 46.79	150,548 ⁽¹⁾	D	
Common Stock	05/31/2005	05/31/2005	S		21,844	D \$ 55.44	128,704 ⁽¹⁾	D	
Common Stock	05/31/2005	05/31/2005	S		8,400	D \$ 55.52	120,304 ⁽¹⁾	D	

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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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(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
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
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
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

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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