

NORTHROP GRUMMAN CORP /DE/  
Form 4  
June 01, 2005

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

## 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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