

NORTHROP GRUMMAN CORP /DE/
Form 3
August 01, 2007

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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)

| | | | | | |
|--|---|--|--|---|---|
| <p>1. Name and Address of Reporting Person *</p> <p>Â RABINOWITZ MARK</p> <p>(Last) (First) (Middle)</p> <p>1840 CENTURY PARK EAST</p> <p>(Street)</p> <p>LOS ANGELES, Â CA Â 90067</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>08/01/2007</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>NORTHROP GRUMMAN CORP /DE/ [NOC]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Corp. VP & Treasurer</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|--|---|--|--|---|---|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock | 12,757 ⁽¹⁾ | D | Â |
| Common Stock | 732.752 | I | See footnote. ⁽²⁾ |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|-----------------------------|---------------------------|-----------------|--------------|----------------------------|-----------|---------------------------------------|---|
| Stock Option (Right-to-Buy) | 08/20/2003 ⁽³⁾ | 08/20/2012 | Common Stock | 2,100 | \$ 57.4 | D | Â |
| Stock Option (Right-to-Buy) | 08/20/2004 ⁽⁴⁾ | 08/20/2013 | Common Stock | 3,000 | \$ 47.11 | D | Â |
| Stock Option (Right-to-Buy) | 06/14/2005 ⁽⁵⁾ | 06/14/2014 | Common Stock | 4,000 | \$ 52.485 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| RABINOWITZ MARK 1840 CENTURY PARK EAST LOS ANGELES, CA 90067 | Â | Â | Â Corp. VP & Treasurer | Â |

Signatures

/s/ Kathleen M. Salmas, Attorney-in-fact for Mark Rabinowitz 08/01/2007

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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) Total includes 1,800 unvested Restricted Performance Stock Rights (RPSRs) granted under the 2001 Long-Term Incentive Stock Plan (LTISP) on 2/16/05 with a valuation of performance measurement period ("measurement period") ending on 12/31/07; 2,000 unvested RPSRs granted under the LTISP on 2/15/06 with a measurement period ending on 12/31/08; 800 unvested RPSRs granted under the LTISP on 6/24/06 with a measurement period ending on 12/31/08; 4,500 unvested RPSRs granted under the LTISP on 2/28/07 with a measurement period ending on 12/31/09; and 1,000 RPSRs granted under the LTISP on 8/1/07 with a measurement period ending on 12/31/09. Grants awarded pursuant to Rule 16b-3(d).

(2) Held in the Northrop Grumman Savings and Investment Plan, a qualified profit sharing plan, as of July 24, 2007. Share totals with respect to the Plan are based upon unit accounting and therefore may reflect a decrease in units attributable to an individual though no disposition occurred.

(3) This stock option, granted on 8/20/02, becomes exercisable to the extent of one-fourth (25%) of the optioned shares for each year of employment following the date of grant.

(4) This stock option, granted on 8/20/03, becomes exercisable to the extent of one-fourth (25%) of the optioned shares for each year of employment following the date of grant.

(5) This stock option, granted on 6/14/04, becomes exercisable to the extent of one-fourth (25%) of the optioned shares for each year of employment following the date of grant.

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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