

O BRIEN ROSANNE P
Form 4
March 06, 2008

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 *
O BRIEN ROSANNE P

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)
03/04/2008

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Corp. VP, Communications

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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	03/04/2008		S	100 D \$ 80.12	52,814 ⁽¹⁾	D	
Common Stock	03/04/2008		S	400 D \$ 80.13	52,414 ⁽¹⁾	D	
Common Stock	03/04/2008		S	300 D \$ 80.14	52,114 ⁽¹⁾	D	
Common Stock	03/04/2008		S	700 D \$ 80.15	51,414 ⁽¹⁾	D	
Common Stock	03/04/2008		S	400 D \$ 80.16	51,014 ⁽¹⁾	D	

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Common Stock	03/04/2008	S	100	D	\$ 80.165	50,914 <u>(1)</u>	D
Common Stock	03/04/2008	S	2,300	D	\$ 80.17	48,614 <u>(1)</u>	D
Common Stock	03/04/2008	S	900	D	\$ 80.18	47,714 <u>(1)</u>	D
Common Stock	03/04/2008	S	2,700	D	\$ 80.19	45,014 <u>(1)</u>	D
Common Stock	03/04/2008	S	100	D	\$ 80.195	44,914 <u>(1)</u>	D
Common Stock	03/04/2008	S	700	D	\$ 80.2	44,214 <u>(1)</u>	D
Common Stock	03/04/2008	S	300	D	\$ 80.21	43,914 <u>(1)</u>	D
Common Stock	03/04/2008	S	100	D	\$ 80.218	43,814 <u>(1)</u>	D
Common Stock	03/04/2008	S	100	D	\$ 80.23	43,714 <u>(1)</u>	D
Common Stock	03/04/2008	S	3,000	D	\$ 80.33	40,714 <u>(1)</u>	D
Common Stock	03/04/2008	S	4,300	D	\$ 80.335	36,414 <u>(1)</u>	D
Common Stock	03/04/2008	S	200	D	\$ 80.36	36,214 <u>(1)</u>	D
Common Stock	03/04/2008	S	400	D	\$ 80.365	35,814 <u>(1)</u>	D
Common Stock	03/04/2008	S	300	D	\$ 80.385	35,514 <u>(1)</u>	D
Common Stock	03/04/2008	S	400	D	\$ 80.4	35,114 <u>(1)</u>	D
Common Stock	03/04/2008	S	200	D	\$ 80.41	34,914 <u>(1)</u>	D
Common Stock	03/04/2008	S	200	D	\$ 80.415	34,714 <u>(1)</u>	D
Common Stock	03/04/2008	S	2,200	D	\$ 80.42	32,514 <u>(1)</u>	D
Common Stock	03/04/2008	S	3,000	D	\$ 80.43	29,514 <u>(1)</u>	D
Common Stock	03/04/2008	S	100	D	\$ 80.44	29,414 <u>(1)</u>	D
	03/04/2008	S	800	D		28,614 <u>(1)</u>	D

Remarks:

This is one of two Form 4s to accommodate a total of 45 transaction lines reporting in Table I for multiple sale transactions on

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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