

NORTHROP GRUMMAN CORP /DE/
 Form 3
 October 04, 2005

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

OMB APPROVAL

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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)

1. Name and Address of Reporting Person *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â PITTS JAMES F		(Month/Day/Year)	NORTHROP GRUMMAN CORP /DE/ [NOC]	
(Last)	(First)	(Middle)	10/01/2005	
1840 CENTURY PARK EAST			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
LOS ANGELES,Â CAÂ 90067			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			(give title below) (specify below)	<input type="checkbox"/> Form filed by More than One Reporting Person
			Corp VP & Pres, Electron. Sys.	

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	30,800 ⁽¹⁾	D	Â

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 Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of	

				Shares		(I) (Instr. 5)	
Stock Option (Right-to-Buy)	12/16/2000 ⁽²⁾	12/16/2008	Common Stock	14,000	\$ 49.57	D	Â
Stock Option (Right-to-Buy)	12/16/2000 ⁽²⁾	12/16/2008	Common Stock	14,000	\$ 44.06	D	Â
Stock Option (Right-to-Buy)	08/15/2002 ⁽³⁾	08/15/2011	Common Stock	10,000	\$ 39.28	D	Â
Stock Option (Right-to-Buy)	08/20/2003 ⁽⁴⁾	08/20/2012	Common Stock	15,000	\$ 57.4	D	Â
Stock Option (Right-to-Buy)	08/20/2004 ⁽⁵⁾	08/20/2013	Common Stock	16,000	\$ 47.11	D	Â
Stock Option (Right-to-Buy)	06/14/2005 ⁽⁶⁾	06/14/2014	Common Stock	18,000	\$ 52.48	D	Â
Stock Option (Right-to-Buy)	10/01/2006 ⁽⁷⁾	10/01/2015	Common Stock	12,000	\$ 54.35	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PITTS JAMES F 1840 CENTURY PARK EAST LOS ANGELES, CA 90067	Â	Â	Â Corp VP & Pres, Electron. Sys.	Â

Signatures

Kathleen M. Salmas, Attorney in fact for James F. Pitts 10/04/2005

 **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 6,800 unvested Restricted Performance Stock Rights (RPSRs) granted under the 2001 Long-Term Incentive Stock Plan ("LTISP") on 8/20/02 with the valuation of performance measurement period ("measurement period") ending on 12/31/2005; 6,000 unvested RPSRs granted under the 2001 LTISP on 8/20/03 with the measurement period ending on 12/31/06; 7,000 unvested RPSRs granted under the 2001 LTISP on 2/16/05 with the measurement period ending on 12/31/07; 4,200 RPSRs granted under the 2001 LTISP on 10/1/05 with the measurement period ending on 12/31/06; and 6,800 RPSRs granted under the 2001 LTISP on 10/1/05 with the measurement period ending on 12/31/07.
- (2) This option was granted on 12/16/98 and vests in four annual equal installments commencing on the second anniversary following grant date. The first installment vested on 12/16/2000.
- (3) This option was granted on 8/15/01 and vests in four annual equal installments commencing on the first anniversary following the grant date. The first installment vested on 8/15/02.
- (4) This option was granted on 8/20/02 and vests in four annual equal installments commencing on the first anniversary following the grant date. The first installment vested on 8/20/03.

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- (5) This option was granted on 8/20/03 and vests in four annual equal installments commencing on the first anniversary following the grant date. The first installment vested on 8/20/04.
- (6) This option was granted on 6/14/04 and vests in four annual equal installments commencing on the first anniversary following the grant date. The first installment vested on 6/14/05.
- (7) This option was granted on 10/1/05 and vests in four annual equal installments commencing on the first anniversary following the grant date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.