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NORTHROP GRUMMAN CORP /DE/

Form 4

February 17, 2006

FORM 4

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

SECURITIES

OMB Number:

3235-0287

0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

(Middle)

January 31, Expires: 2005

OMB APPROVAL

Estimated average

burden hours per response...

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Check this box

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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * SUGAR RONALD D

2. Issuer Name and Ticker or Trading

Symbol

02/15/2006

5. Relationship of Reporting Person(s) to Issuer

NORTHROP GRUMMAN CORP

/DE/ [NOC]

(Check all applicable)

(First)

3. Date of Earliest Transaction (Month/Day/Year)

X Director 10% Owner _X__ Officer (give title __X__ Other (specify below) below)

1840 CENTURY PARK EAST (Street)

4. If Amendment, Date Original

Chief Executive Officer / Chairman 6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

LOS ANGELES, CA 90067

(City)	(State)	(Zip) Tak	ole I - Non-	Derivative :	quired, 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 ction(A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	02/15/2006		Code V F	Amount 21,875	(D)	Price \$ 65.1	(Instr. 3 and 4) 351,217 (1)	D	
Common Stock	02/15/2006		J(2)	14,063	A	\$ 65.1	365,280 <u>(1)</u>	D	
Common Stock	02/15/2006		A	112,500	A	\$ 65.1	477,780 (3)	D	
Common Stock							148,100	I	Trustee: The Sugar FamilyTrust U/A/D 7/19/01

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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. Transact Code (Instr. 8)	5. Number of iorDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Underlying (Instr. 3 and
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title
Stock Option (Right-to-Buy)	\$ 65.1	02/15/2006		A	225,000	02/15/2007(4)	02/15/2016	Commor Stock

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

SUGAR RONALD D

1840 CENTURY PARK EAST X Chief Executive Officer Chairman

LOS ANGELES, CA 90067

Signatures

/s/ Kathleen M. Salmas, Attorney-in-fact for Ronald D. 02/17/2006 Sugar

> **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 100,000 unvested Restricted Performance Stock Rights (RPSRs) granted under the 2001 Long-Term Incentive Stock Plan (LTISP) on 8/20/03 with the valuation of performance measurement period ("measurement period") ending on 12/31/06; and 100,000 unvested RPSRs granted under the 2001 LTISP on 3/2/05 with the measurement period ending on 12/31/07. Grants awarded pursuant to
- The measurement period for this installment of Restricted Performance Stock Rights (RPSRs) ended on 12/31/05 and the payout of those shares and determination of the number of additional shares for the payout was effective 2/15/06.
- Total includes 100,000 unvested Restricted Performance Stock Rights (RPSRs) granted under the 2001 Long-Term Incentive Stock Plan (LTISP) on 8/20/03 with the valuation of performance measurement period ("measurement period") ending on 12/31/06; 100,000 unvested RPSRs granted under the 2001 LTISP on 3/2/05 with the measurement period ending on 12/31/07; and 112,500 RPSRs granted under the 2001 LTISP on 2/15/06 with the measurement period ending on 12/31/08. Grants awarded pursuant to Rule 16b-3(d).

(4) The option vests in four equal annual installments following the date of the grant.

Reporting Owners 2

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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.