

Edgar Filing: NORTHROP GRUMMAN CORP /DE/ - Form 4

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(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 Underlying S (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	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
SUGAR RONALD D 1840 CENTURY PARK EAST LOS ANGELES, CA 90067	X Chief Executive Officer Chairman

Signatures

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

02/17/2006

 **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).

- (1) 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 Rule 16b-3(d).
- (2) 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.
- (3) 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.

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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.

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