

HELM ROBERT W

Form 4

February 23, 2006

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
HELM ROBERT W

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)
02/22/2006

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
Corp.VP, Government Relations

LOS ANGELES, CA 90067

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Beneficial Ownership (Instr. 4)
Common Stock	02/22/2006		M	21,000 A	\$ 40.25 107,551 ⁽¹⁾	D	
Common Stock	02/22/2006		M	25,000 A	\$ 44.06 132,551 ⁽¹⁾	D	
Common Stock	02/22/2006		S	1,900 D	\$ 65.97 130,651 ⁽¹⁾	D	
Common Stock	02/22/2006		S	10,000 D	\$ 66 120,651 ⁽¹⁾	D	
Common Stock	02/22/2006		S	100 D	\$ 66.03 120,551 ⁽¹⁾	D	

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Common Stock	02/22/2006	S	100	D	\$ 66.04	120,451 ⁽¹⁾	D
Common Stock	02/22/2006	S	5,900	D	\$ 66.05	114,551 ⁽¹⁾	D
Common Stock	02/22/2006	S	600	D	\$ 66.09	113,951 ⁽¹⁾	D
Common Stock	02/22/2006	S	19,200	D	\$ 66.1	94,751 ⁽¹⁾	D
Common Stock	02/22/2006	S	3,000	D	\$ 66.11	91,751 ⁽¹⁾	D
Common Stock	02/22/2006	S	200	D	\$ 66.12	91,551 ⁽¹⁾	D
Common Stock	02/22/2006	S	1,800	D	\$ 66.13	89,751 ⁽¹⁾	D
Common Stock	02/22/2006	S	1,400	D	\$ 66.14	88,351 ⁽¹⁾	D
Common Stock	02/22/2006	S	500	D	\$ 66.15	87,851 ⁽¹⁾	D
Common Stock	02/22/2006	S	100	D	\$ 66.17	87,751 ⁽¹⁾	D
Common Stock	02/22/2006	S	400	D	\$ 66.19	87,351 ⁽¹⁾	D
Common Stock	02/22/2006	S	2,500	D	\$ 66.2	84,851 ⁽¹⁾	D
Common Stock	02/22/2006	S	100	D	\$ 66.21	84,751 ⁽¹⁾	D
Common Stock	02/22/2006	S	200	D	\$ 66.22	84,551 ⁽¹⁾	D
Common Stock	02/22/2006	S	3,400	D	\$ 66.26	81,151 ⁽¹⁾	D
Common Stock	02/22/2006	S	300	D	\$ 66.32	80,851 ⁽¹⁾	D
Common Stock	02/22/2006	S	100	D	\$ 66.35	80,751 ⁽¹⁾	D
Common Stock	02/22/2006	S	200	D	\$ 66.37	80,551 ⁽¹⁾	D
Common Stock	02/22/2006	S	200	D	\$ 66.41	80,351 ⁽¹⁾	D
Common Stock	02/22/2006	S	300	D	\$ 66.42	80,051 ⁽¹⁾	D
	02/22/2006	S	9,100	D		70,951 ⁽¹⁾	D

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Common Stock					\$ 66.43		
Common Stock	02/22/2006	S	6,558	D	\$ 66.46	64,393 ⁽¹⁾	D

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. 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 Amount Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Stock Option (Right-to-Buy)	\$ 40.25	02/22/2006		M	21,000	11/19/1998 12/17/2006	Common Stock
Stock Option (Right-to-Buy)	\$ 44.06	02/22/2006		M	25,000	12/16/2000 12/16/2008	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
HELM ROBERT W 1840 CENTURY PARK EAST LOS ANGELES, CA 90067	Corp.VP, Government Relations

Signatures

/s/ Kathleen M. Salmas, Attorney-in-fact for Robert W.
Helm

02/23/2006

 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)

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Total includes 10,000 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; 12,000 unvested RPSRs granted under the 2001 LTISP on 2/28/05 with the measurement period ending on 12/31/07; and 16,000 unvested 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).

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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