

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>IORIZZO ROBERT P</u>  (Last) (First) (Middle) 1840 CENTURY PARK EAST  (Street) LOS ANGELES CA 90067  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>NORTHROP GRUMMAN CORP /DE/ [ NOC ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title below) Other (specify below) <u>Corp. VP &amp; Pres. Electric Sys.</u>
	3. Date of Earliest Transaction (Month/Day/Year) 08/20/2003	

**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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	08/20/2003	08/20/2003	A		12,000	A	\$94.22	42,493 <sup>(1)</sup>	D	

**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 of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Options (Right-to-Buy)	\$94.22	08/20/2003	08/20/2003	A		22,000		08/20/2004 <sup>(2)</sup>	08/19/2013	Common Stock	22,000	\$94.22	22,000 <sup>(3)</sup>	D	

**Explanation of Responses:**

- Total includes 1,320 remaining unvested Restricted Stock Rights granted pursuant to the 1993 Long Term Incentive Stock Plan (LTISP); the last two installments vest in increments of 660 shares on 11/22/03 and 11/22/04; 2,167 Restricted Performance Stock Rights (RPSRs) granted under the 1993 LTISP as to which the measurement period for the initial installment is 12/16/98 to 12/31/01 with performance determined subsequent thereto with delivery of shares made in 2002 and 2003. The measurement period for the two remaining installments will end on 12/31/03 with payments to be made in the following years 12/31/04 and 12/31/05; 12,000 RPSRs granted under the 2001 LTISP on 8/15/01 with the measurement period ending on 12/31/04; 9,000 RPSRs granted under the 2001 LTISP on 8/20/02 with the measurement period ending on 12/31/05; and 12,000 RPSRs granted under the 2001 LTISP on 8/20/03 with the measurement period ending on 12/31/06.
- The option vests in four equal annual installments commencing on August 20, 2004.
- Represents total options held under 8/20/03 grant.

Kathleen M. Salmas, Attorney-in-fact for Robert P. Iorizzo 08/20/2003

\*\* Signature of Reporting Person Date

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

\* 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).

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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