FORM 3

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

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL OMB Number: 3235-0104 Estimated average burden 0.5

Filed pursuant to Section 16(a) of the Securities Exchange Act of or Section 30(h) of the Investment Company Act of 1940											Tiours per res	nours per response:	
				Inth/Day/Year)									
st) (First) (Middle) 40 CENTURY PARK EAST						4. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director				5. If Amendment, Date of Original Filed (Month/Day/Year)			
CA	90067	=				Officer (give title below)		Other (specify below)		Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person			
(State)	(Zip)	-											
			Table	I - Non-De	erivative S	ecurities Beneficially Owne	ed						
1. Title of Security (Instr. 4)						f Securities Beneficially Owned		3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)		4. Nature of Indirect Beneficial Ownership (Instr. 5)			
See footnote. ⁽¹⁾						0		D					
1. Title of Derivative Security (Instr. 4)			(Month/Day/Year) Date Expiration		3. Title and Amount of Securities Underlying Deri (Instr. 4)			tive Security	Exercise Price of Derivative		5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)	ial
					Title		- 1	Amount or Number of Shares	Security				
	(First) (First) RRK EAST CA (State) tr. 4)	CA 90067 (State) (Zip) tr. 4)	Importance (Month/Day/) ONALD E (Month/Day/) (First) (Middle) IRK EAST (Middle) CA 90067 (State) (Zip)	Reporting Person* ONALD E (First) (Middle) (Kit EAST CA 90067 (State) (Zip) Table tr. 4) currity (Instr. 4) currity (Ins	reporting Person" CA 90067 (State) (Zip) Table I - Non-De tr. 4) recurrity (Instr. 4) Particular Statement (Carter Statement) (Middle) CA 90067 (State) (Zip) CA 90067 (S	Reporting Person* 2. Date of Event Requiring Statement (Month/Day/Year) 3. Issuer N NORTH 02/21/2007 (First) (Middle) RK EAST 4. Relation (Check all X CA 90067 (State) (Zip) Table I - Non-Derivative Statement (Instr. 4) Excurity (Instr. 4) 2. Date Exprision Date (Month/Day/Year) 2. Date Exprision Date (Month/Day/Year) Date	or Section 30(h) of the investment Company Act of 1940 (Reporting Person' ONALD E (First) (Middle) (RK EAST (State) (Zip) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned (Instr. 4) 0 Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securi (Instr. 4) 2. Date Expiration Date	Reporting Person* 2. Date of Event Requiring Statement (Month/Day/Year) 3. Issuer Name and Ticker or Trading Symbol NORTHROP GRUMMAN CORP /D (First) (Middle) 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) CA 90067 (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned (nsr. 4) Camount of Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) a trable II - Derivative Securities Underlying Derivat (Insr. 4) Cate of Event Requiring Statement (Month/Day/Year) CA 90067 2. Amount of Securities Beneficially Owned (nsr. 4) Cate Exercisable and (Insr. 4) Table I - Non-Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) a table II - Derivative Securities Underlying Derivat (Insr. 4) Oate Exercisable and (Insr. 4) Strete Exprision Date Expiration Date	reporting Person* 2. Date of Event Requiring Statement (Onthrow Symbol NORTHROP GRUMMAN CORP / DE/ [NOC] (First) (Middle) (RK EAST 0 (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned (nstr. 4) (Instr. 4) 0 Table I - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible security (Instr. 4)	Reporting Person* 2. Date of Event Requiring Statement (NorthVDay/Year) 3. Issuer Name and Ticker or Trading Symbol NORTHROP GRUMMAN CORP / DE/ [NOC] (First) (Middle) (RK EAST 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned (Instr. 4) Table I - Non-Derivative Securities Beneficially Owned (Instr. 4) C.A 90067 (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned (Instr. 4) Table I - Non-Derivative Securities Beneficially Owned (Instr. 4) 2. Date exercisable and Expiration Date Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities (Instr. 4) Convertise Underlying Derivative Security (Instr. 4)	'or Section 30(h) of the Investment Company Act of 1940 'Reporting Person' ONALDE (First) (Middle) (RK EAST (State) (Zip) CA 90067 (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned (Instr. 4) 0 D Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) security (Instr. 4)	Filed pursuant to Section 1634 or Securities Exchange Act of 1934 "Reporting Person" ONALD E (First) (Middle) (RK EAST CA 90067 (State) (Zip) Table 1 - Non-Derivative Securities Beneficially Owned (nstr. 4) C A 90067 (State) (Check all applicable) X Director Other (specify below) State of Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible Securities Secur	Filed pursuant to Section 16(a) of the Enventions Exchange Act of 1934 '' Reporting Person' 2. Date of Event Requiring Statement (North/Day/Yean) 3. Issuer Name and Ticker or Trading Symbol NORT Hotely Person(S) to Issuer 1. Signer Name and Ticker or Trading Symbol (First) (Middle)

New Reporting Person of Issuer. Owns no securities of Issuer.

/s/ Kathleen M. Salmas, Attorney-in-fact for 02/23/2007

Donald E. Felsinger ** Signature of Reporting Person

Date

Preminder: 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 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).
Note: File three copies of this Form, one of which must be annually signed. If space is insufficient, see Instruction 6 for procedure.
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 Number.

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned hereby constitutes and appoints each of Stephen D. Yslas and Kathleen M. Salmas, signing singly, the unc

(1) execute for and on behalf of the undersigned, in the undersigned's capacity as director of Northrop Grumman Corporation (the "Company"), Forms 3, 4, and 5 ir

(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such form 3, 4, or 5 and

(3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the be The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, nece This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the unders IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 26th day of February, 2007.

___s/ Donald E. Felsinger _____

Exhibit 24