

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

| OMB APPROVAL                                 |           |
|--|-----------|
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|   |  |  |
|---|--|--|
| 1. Name and Address of Reporting Person*<br><u>HATELEY J MICHAEL</u><br><br>(Last) (First) (Middle)<br>1840 CENTURY PARK EAST<br><br>(Street)<br>LOS ANGELES CA 90067<br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>NORTHROP GRUMMAN CORP /DE/ [ NOC ]</u> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br>Corp. VP & Chf. H.R. & Adm Ofr |
|   | 3. Date of Earliest Transaction (Month/Day/Year)<br>04/29/2005                           |  |
|   |  | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><br>Form filed by More than One Reporting Person                                  |

**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                    | 04/29/2005                           | 04/29/2005   | M                              |   | 3,250   | A          | \$26.44   | 72,085 <sup>(1)</sup>   | D  |   |
| Common Stock                    | 04/29/2005                           | 04/29/2005   | S                              |   | 3,250   | D          | \$54.2163 | 68,835 <sup>(1)</sup>   | D  |   |
| Common Stock                    | 04/29/2005                           | 04/29/2005   | M                              |   | 8,750   | A          | \$44.06   | 77,585 <sup>(1)</sup>   | D  |   |
| Common Stock                    | 04/29/2005                           | 04/29/2005   | S                              |   | 8,750   | D          | \$54.09   | 68,835 <sup>(1)</sup>   | D  |   |
| Common Stock                    | 04/29/2005                           | 04/29/2005   | M                              |   | 8,750   | A          | \$49.57   | 77,585 <sup>(1)</sup>   | D  |   |
| Common Stock                    | 04/29/2005                           | 04/29/2005   | S                              |   | 8,750   | D          | \$54.06   | 68,835 <sup>(1)</sup>   | D  |   |
| Common Stock                    | 04/29/2005                           | 04/29/2005   | M                              |   | 7,000   | A          | \$39.28   | 75,835 <sup>(1)</sup>   | D  |   |
| Common Stock                    | 04/29/2005                           | 04/29/2005   | S                              |   | 7,000   | D          | \$54.3767 | 68,835 <sup>(1)</sup>   | D  |   |
| Common Stock                    | 04/29/2005                           | 04/29/2005   | M                              |   | 7,500   | A          | \$47.11   | 76,335 <sup>(1)</sup>   | D  |   |
| Common Stock                    | 04/29/2005                           | 04/29/2005   | S                              |   | 7,500   | D          | \$54.6431 | 68,835 <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 |   |  |  |   |  |
| Stock Option (Right-to-Buy)                | \$26.44  | 04/29/2005                           | 04/29/2005   | M                              |   | 3,250  |     | 01/03/2001   | 01/04/2010      | Common Stock 3,250  | \$26.44                                    | 0  | D   |  |
| Stock Option (Right-to-Buy)                | \$44.06  | 04/29/2005                           | 04/29/2005   | M                              |   | 8,750  |     | 12/16/1999   | 12/17/2008      | Common Stock 8,750  | \$44.06                                    | 0  | D   |  |
| Stock Option (Right-to-Buy)                | \$49.57  | 04/29/2005                           | 04/29/2005   | M                              |   | 8,750  |     | 12/16/1999   | 12/17/2008      | Common Stock 8,750  | \$49.57                                    | 0  | D   |  |
| Stock Option (Right-to-Buy)                | \$39.28  | 04/29/2005                           | 04/29/2005   | M                              |   | 7,000  |     | 08/15/2002   | 08/15/2011      | Common Stock 7,000  | \$39.28                                    | 0  | D   |  |
| Stock Option (Right-to-Buy)                | \$47.11  | 04/29/2005                           | 04/29/2005   | M                              |   | 7,500  |     | 08/20/2004   | 08/20/2013      | Common Stock 7,500  | \$47.11                                    | 0  | D   |  |

**Explanation of Responses:**

1. Total includes 10,000 unvested Restricted Performance Stock Rights (RPSRs) granted under the 2001 Long-Term Incentive Stock Plan (LTISP) on 8/20/02, with the valuation of performance measurement period ("measurement period") ending on 12/31/05; 12,000 unvested RPSRs granted under the 2001 LTISP on 8/20/03, with the measurement period ending on 12/31/06; and 12,000 unvested RPSRs granted

under the 2001 LTISP on 2/28/05, with the measurement period ending on 12/31/07. Grants awarded pursuant to Rule 16b-3(d).

Kathleen M. Salmas, Attorney-  
in-fact for John M. Hateley. 05/03/2005

\*\* 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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