

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 | |
|--|-----------|
| OMB Number: | 3235-0287 |
| Estimated average burden hours per response: | 0.5 |

| | | |
|---|--|---|
| 1. Name and Address of Reporting Person * <u>ODEEN PHILIP A</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) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below) |
| | 3. Date of Earliest Transaction (Month/Day/Year) 02/08/2006 | |
| | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person 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 | 02/08/2006 | | M | | 20,000 | A | \$49.85 | 25,038.6 | D | |
| Common Stock | 02/08/2006 | | S | | 200 | D | \$62.94 | 24,838.6 | D | |
| Common Stock | 02/08/2006 | | S | | 3,900 | D | \$62.95 | 20,938.6 | D | |
| Common Stock | 02/08/2006 | | S | | 200 | D | \$62.96 | 20,738.6 | D | |
| Common Stock | 02/08/2006 | | S | | 400 | D | \$62.97 | 20,338.6 | D | |
| Common Stock | 02/08/2006 | | S | | 1,400 | D | \$62.98 | 18,938.6 | D | |
| Common Stock | 02/08/2006 | | S | | 6,500 | D | \$62.99 | 12,438.6 | D | |
| Common Stock | 02/08/2006 | | S | | 600 | D | \$63 | 11,838.6 | D | |
| Common Stock | 02/08/2006 | | S | | 700 | D | \$63.01 | 11,138.6 | D | |
| Common Stock | 02/08/2006 | | S | | 1,300 | D | \$63.02 | 9,838.6 | D | |
| Common Stock | 02/08/2006 | | S | | 2,100 | D | \$63.03 | 7,738.6 | D | |
| Common Stock | 02/08/2006 | | S | | 1,400 | D | \$63.04 | 6,338.6 | D | |
| Common Stock | 02/08/2006 | | S | | 100 | D | \$63.05 | 6,238.6 | D | |
| Common Stock | 02/08/2006 | | S | | 200 | D | \$63.06 | 6,038.6 | D | |
| Common Stock | 02/08/2006 | | S | | 500 | D | \$63.09 | 5,538.6 | D | |
| Common Stock | 02/08/2006 | | S | | 500 | D | \$63.17 | 5,038.6 | 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 Option (Right-to-Buy) | \$49.85 | 02/08/2006 | | M | | | 20,000 | 12/11/2002 | 02/10/2008 | Common Stock | 20,000 | \$49.85 | 57,140 | D | |

Explanation of Responses:

Kathleen M. Salmas, Attorney-in-fact for Philip A. Odeen 02/09/2006

** 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.

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.