

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
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1. Name and Address of Reporting Person* <u>SEYMOUR SCOTT J</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 Officer (give title below) Other (specify below) Corp.VP & Pres.Integrated Sys.
	3. Date of Earliest Transaction (Month/Day/Year) 02/10/2004	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	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	02/10/2004	02/10/2004	M ⁽¹⁾		600	A	\$102.68	600	D	
Common Stock	02/10/2004	02/10/2004	S ⁽¹⁾		600	D	\$102.68	0	D	
Common Stock	02/10/2004	02/10/2004	M ⁽¹⁾		6,900	A	\$102.58	6,900	D	
Common Stock	02/10/2004	02/10/2004	S ⁽¹⁾		6,900	D	\$102.58	0	D	
Common Stock	02/10/2004	02/10/2004	M ⁽¹⁾		2,400	A	\$102.6	2,400	D	
Common Stock	02/10/2004	02/10/2004	S ⁽¹⁾		2,400	D	\$102.6	0	D	
Common Stock	02/10/2004	02/10/2004	M ⁽¹⁾		400	A	\$102.61	400	D	
Common Stock	02/10/2004	02/10/2004	S ⁽¹⁾		400	D	\$102.61	0	D	
Common Stock	02/10/2004	02/10/2004	M ⁽¹⁾		400	A	\$102.61	400	D	
Common Stock	02/10/2004	02/10/2004	S ⁽¹⁾		400	D	\$102.61	0	D	
Common Stock	02/10/2004	02/10/2004	M ⁽¹⁾		800	A	\$102.61	800	D	
Common Stock	02/10/2004	02/10/2004	S ⁽¹⁾		800	D	\$102.61	0	D	
Common Stock								32,350 ⁽²⁾	D	
Common Stock								546.01 ⁽³⁾	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	Amount or Number of Shares				
Stock Option-Right to Buy	\$88.125	02/10/2004	02/10/2004	M ⁽¹⁾			600	12/16/1999	12/17/2008	Common Stock	600	\$88.125	6,900	D	
Stock Option-Right to Buy	\$88.125	02/10/2004	02/10/2004	M ⁽¹⁾			6,900	12/16/1999	12/17/2008	Common Stock	6,900	\$88.125	0	D	
Stock Option-Right to Buy	\$78.55	02/10/2004	02/10/2004	M ⁽¹⁾			2,400	08/15/2002	08/16/2011	Common Stock	2,400	\$78.55	1,600	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	Amount or Number of Shares				
Stock Option-Right to Buy	\$78.55	02/10/2004	02/10/2004	M ⁽¹⁾			400	08/15/2002	08/16/2011	Common Stock	400	\$78.55	1,200	D	
Stock Option-Right to Buy	\$78.55	02/10/2004	02/10/2004	M ⁽¹⁾			400	08/15/2002	08/16/2011	Common Stock	400	\$78.55	800	D	
Stock Option-Right to Buy	\$78.55	02/10/2004	02/10/2004	M ⁽¹⁾			800	08/15/2002	08/16/2011	Common Stock	800	\$78.55	0	D	

Explanation of Responses:

1. Stock Option Exercise-and Sell Transaction (cashless).

2. Total includes 800 remaining unvested Restricted Stock Rights granted pursuant to the 1993 Long Term Incentive Stock Plan (LTISP), the last installment vests on 11/22/04; 2,000 unvested Restricted Performance Stock Rights (RPSRs) granted under the 1993 LTISP as to which the measurement period for the installment is 1/1/00 to 12/31/03 with performance determined subsequent thereto with delivery of the shares made in 2001, 2002 and 2003; 3,350 RPSRs granted under the 2001 LTISP on 8/15/01 with the measurement period ending on 12/31/04; 6,650 RPSRs granted under the 2001 LTISP on 1/2/02 with the measurement period ending on 12/31/04; 6,000 RPSRs granted under the 2001 LTISP on 8/20/02 with the measurement period ending on 12/31/05; and 10,000 RPSRs granted under the 2001 LTISP on 8/20/03 with the measurement period ending on 12/31/06.

3. Held in the Northrop Grumman Savings and Investment Plan, a qualified profit sharing plan, as of December 31, 2003. Share totals with respect to the Plan are based upon unit accounting and therefore may reflect a decrease in units attributable to an individual though no disposition occurred.

Kathleen M. Salmas, Attorney-
in-fact for Scott J. Seymour 02/12/2004

** 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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