

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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

1. Name and Address of Reporting Person* <u>MYERS ALBERT F</u> (Last) (First) (Middle) <u>1840 CENTURY PARK EAST</u> (Street) <u>LOS ANGELES CA 90067</u> (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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Corp. VP, Strategy & Tech.</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>11/18/2004</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

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	11/18/2004	11/18/2004	M ⁽¹⁾		10,000	A	\$21.5	46,170 ⁽³⁾⁽⁴⁾	D	
Common Stock	11/18/2004	11/18/2004	F ⁽¹⁾		3,814 ⁽²⁾	D	\$56.36	42,356 ⁽³⁾⁽⁴⁾	D	
Common Stock	11/18/2004	11/18/2004	F ⁽¹⁾		2,211	D	\$56.36	40,145 ⁽³⁾⁽⁴⁾	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				
Employee Stock Option (right-to-buy)	\$21.5	11/18/2004	11/18/2004	M ⁽¹⁾			10,000	12/20/1995	12/20/2004	Common Stock	10,000	\$21.5	0	D	
Employee Stock Option (right-to-buy)	\$56.36	11/18/2004	11/18/2004	A ⁽¹⁾		6,025		05/20/2005	12/20/2004	Common Stock	6,025	\$56.36	6,025	D	

Explanation of Responses:

- Stock-swap exercise and reload and grant of non-qualified stock options; and disposition of shares upon the withholding in a transaction exempt under Rule 16b-3(d)(1).
- Shares swapped for options.
- Total includes 1,400 remaining Restricted Stock Rights granted pursuant to the 1993 Long Term Incentive Stock Plan (LTISP vesting on 11/22/04; 5,000 Restricted Performance Stock Rights (RPSRs) granted under the 2001 LTISP on 8/15/01 with the valuation of performance measurement period ("measurement period") ending on 12/31/04; 8,000 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.
- Effective June 21, 2004, the common stock of Northrop Grumman was split 2-for-1. The number of shares and price per share adjusted accordingly on the first day of trading following the June 21, 2004 distribution date.

Kathleen M. Salmas, Attorney-in-fact for Albert F. Myers 11/19/2004

** 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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