

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

OMB APPROVAL	
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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>TEEL PHILIP A</u>  (Last) (First) (Middle) <u>C/O NORTHROP GRUMMAN CORPORATION</u> <u>1840 CENTURY PARK EAST</u>  (Street) <u>LOS ANGELES CA 90067</u>  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>07/01/2005</u>	3. Issuer Name and Ticker or Trading Symbol <u>NORTHROP GRUMMAN CORP /DE/ [ NOC ]</u>	
		4. 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 &amp; Pres. Ship Systems</u>	5. 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 <input type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	42,222 <sup>(1)</sup>	D	

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
Stock Option (Right to Buy)	01/04/2001 <sup>(2)</sup>	01/05/2010	Common Stock	8,000	26.78	D
Stock Option (Right to Buy)	08/15/2002 <sup>(3)</sup>	08/15/2011	Common Stock	12,000	39.28	D
Stock Option (Right to Buy)	08/20/2003 <sup>(4)</sup>	08/20/2012	Common Stock	12,000	57.4	D
Stock Option (Right to Buy)	08/20/2004 <sup>(5)</sup>	08/20/2013	Common Stock	12,000	47.11	D
Stock Option (Right to Buy)	06/14/2005 <sup>(6)</sup>	06/14/2014	Common Stock	12,000	52.485	D
Stock Option (Right to Buy)	07/01/2006 <sup>(7)</sup>	07/01/2015	Common Stock	18,000	55.32	D

**Explanation of Responses:**

- Total includes 6,000 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; 6,000 unvested RPSRs granted under the 2001 LTISP on 8/20/03, plus an additional 5,000 unvested RPSRs granted on 7/1/05, with the measurement period ending on 12/31/06; 6,000 unvested RPSRs granted under the 2001 LTISP on 2/16/05, plus an additional 8,500 unvested RPSRs granted on 7/1/05, with the measurement period ending on 12/31/07. Grants awarded pursuant to Rule 16b-3(d).
- The option was granted on 1/4/00 and vested 25% per year over 4 years. The option was fully vested on 1/4/2004.
- The option was granted on 8/15/01 and vests 25% per year over 4 years.
- The option was granted on 8/20/02 and vests 25% per year over 4 years.
- The option was granted on 8/20/03 and vests 25% per year over 4 years.
- The option was granted on 6/14/04 and vests 25% per year over 4 years.
- The option was granted on 7/1/05 and vests 25% per year over 4 years.

/s/ Kathleen M. Salmas,  
Attorney in fact for Philip A. Teel      07/06/2005

\*\* 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 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 manually signed. If space is insufficient, see Instruction 6 for procedure.

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