FORM 3

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

## INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL OMB Number: 3235-0104

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

or Section 30(n) of the Investment Company Act of 1940													
1. Name and Address of Reporting Person*  COOK J MICHAEL  2. Date of to (Month/Day) 12/16/200					Statement	3. Issuer Name and Ticker or Trading Symbol NORTHROP GRUMMAN CORP /DE/ [ NOC ]							
(Last) 1840 CENTURY PAR	(First) (Middle) CENTURY PARK EAST					Relationship of Reporting Person(s) to Issuer (Check all applicable)     X Director			10% Owner Other (specify below)		5. If Amendment, Date of Original Filed (Month/Day/Year) 12/18/2003		
(Street) LOS ANGELES (City)	CA (State)	90067 (Zip)					Officer (give title be	low)	Other (specify be	elow)	Individual or Joint/Group Filing (Check Applicable Line)     X Form filed by One Reporting Person     Form filed by More than One Reporting Person		
(3.9)	(=1)	(=				<u> </u>							
Table I - Non-Derivative Securities Beneficially Owned													
1. Title of Security (Instr. 4)					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)				
See footnote.(1)							0(1)		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)				ate	(Instr. 4) Exerc of Der			4. Conversion  Exercise Prior  of Derivative  Security	ce F		6. Nature of Indirect Beneficial Ownership (Instr. 5)		
				Date Exercisable	Expiration Date	Title			Amount or Number of Shares	Security			

Explanation of Responses:

1. New Reporting Person of Issuer. Owns no securities of Issuer.

Kathleen M. Salmas, Attorney in fact for J.

\*\* Signature of Reporting Person

03/22/2004

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).

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\* 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.

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned hereby constitutes and appoints each of John H. Mullan and Kathleen M. Salmas, signing singly, the under (1) execute for and on behalf of the undersigned, in the undersigned's capacity as director of Northrop Grumman Corporation (the "Company"), Forms 3, 4, and 5 in

do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such form 3, 4, or 5 and

(2) (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the be The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, ( This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this \_\_\_\_ day of December, 2003.

\_\_\_s/ J. Michael Cook\_\_\_\_

Exhibit 24