1. Name and Address of Reporting Person*  
SEYMOUR SCOTT J  
(Last) SEYMOUR (First) SCOTT (Middle) J  
1840 CENTURY PARK EAST  
<table>
<thead>
<tr>
<th>Street</th>
<th>LOS ANGELES</th>
<th>CA</th>
<th>90067</th>
</tr>
</thead>
</table>

2. Issuer Name and Ticker or Trading Symbol  
NORTHROP GRUMMAN CORP /DE/ [ NOC ]  

3. Date of Earliest Transaction (Month/Day/Year)  
02/17/2004  

4. If Amendment, Date of Original Filed (Month/Day/Year)  
02/19/2004  

5. Relationship of Reporting Person(s) to Issuer  
(Check all applicable)  

- Director  
- Officer (give title below)  
- Other (specify below)  

- Corp. VP & Pres.Integrated Sys.  

6. Individual or Joint/Group Filing (Check Applicable Line)  

- X 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  

<table>
<thead>
<tr>
<th>1. Title of Security (Instr. 3)</th>
<th>2. Transaction Date (Month/Day/Year)</th>
<th>3A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>3B. Transaction Code (Instr. 5)</th>
<th>4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>7. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>02/17/2004</td>
<td>02/17/2004</td>
<td>F</td>
<td>1,293</td>
<td>D</td>
<td>$104.21</td>
<td>31,057(1) D</td>
</tr>
<tr>
<td>Common Stock</td>
<td>02/17/2004</td>
<td>02/17/2004</td>
<td>j(2)</td>
<td>2,324</td>
<td>A</td>
<td>$104.21</td>
<td>33,381(1) D</td>
</tr>
<tr>
<td>Common Stock</td>
<td>02/17/2004</td>
<td>02/17/2004</td>
<td>A</td>
<td>15,000</td>
<td>A</td>
<td>$104.21</td>
<td>48,381(1) D</td>
</tr>
<tr>
<td>Common Stock</td>
<td></td>
<td></td>
<td></td>
<td>546.01</td>
<td>I</td>
<td>Sec footnote: (4)</td>
<td></td>
</tr>
</tbody>
</table>

Explanation of Responses:  
1. Total includes 800 remaining Restricted Stock Rights (RSRs) granted pursuant to the 1993 Long-Term Incentive Stock Plan (LTISP), the last installment vests on 11/22/04; 3,350 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; 6,650 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.

2. The measurement period for this installment of Restricted Performance Stock Rights ended on 12/31/03 and the payout of those shares and determination of the number of additional shares for the payout was effective 2/17/04.

3. Total includes grant of 15,000 Restricted Stock Rights (RSRs) under the 2001 Long-Term Incentive Stock Plan (LTISP) on 2/17/04, with 100% vesting on 2/17/08; 800 remaining Restricted Stock Rights (RSRs) granted pursuant to the 1993 Long-Term Incentive Stock Plan (LTISP), the last installment vests on 11/22/04; 3,350 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; 6,650 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.

4. 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  
02/23/2004  
** 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).


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.