

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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>O BRIEN ROSANNE P</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, Communications
	3. Date of Earliest Transaction (Month/Day/Year) 03/04/2008	
		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 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	03/04/2008		S		100	D	\$80.12	52,814 ⁽¹⁾	D	
Common Stock	03/04/2008		S		400	D	\$80.13	52,414 ⁽¹⁾	D	
Common Stock	03/04/2008		S		300	D	\$80.14	52,114 ⁽¹⁾	D	
Common Stock	03/04/2008		S		700	D	\$80.15	51,414 ⁽¹⁾	D	
Common Stock	03/04/2008		S		400	D	\$80.16	51,014 ⁽¹⁾	D	
Common Stock	03/04/2008		S		100	D	\$80.165	50,914 ⁽¹⁾	D	
Common Stock	03/04/2008		S		2,300	D	\$80.17	48,614 ⁽¹⁾	D	
Common Stock	03/04/2008		S		900	D	\$80.18	47,714 ⁽¹⁾	D	
Common Stock	03/04/2008		S		2,700	D	\$80.19	45,014 ⁽¹⁾	D	
Common Stock	03/04/2008		S		100	D	\$80.195	44,914 ⁽¹⁾	D	
Common Stock	03/04/2008		S		700	D	\$80.2	44,214 ⁽¹⁾	D	
Common Stock	03/04/2008		S		300	D	\$80.21	43,914 ⁽¹⁾	D	
Common Stock	03/04/2008		S		100	D	\$80.218	43,814 ⁽¹⁾	D	
Common Stock	03/04/2008		S		100	D	\$80.23	43,714 ⁽¹⁾	D	
Common Stock	03/04/2008		S		3,000	D	\$80.33	40,714 ⁽¹⁾	D	
Common Stock	03/04/2008		S		4,300	D	\$80.335	36,414 ⁽¹⁾	D	
Common Stock	03/04/2008		S		200	D	\$80.36	36,214 ⁽¹⁾	D	
Common Stock	03/04/2008		S		400	D	\$80.365	35,814 ⁽¹⁾	D	
Common Stock	03/04/2008		S		300	D	\$80.385	35,514 ⁽¹⁾	D	
Common Stock	03/04/2008		S		400	D	\$80.4	35,114 ⁽¹⁾	D	
Common Stock	03/04/2008		S		200	D	\$80.41	34,914 ⁽¹⁾	D	
Common Stock	03/04/2008		S		200	D	\$80.415	34,714 ⁽¹⁾	D	
Common Stock	03/04/2008		S		2,200	D	\$80.42	32,514 ⁽¹⁾	D	
Common Stock	03/04/2008		S		3,000	D	\$80.43	29,514 ⁽¹⁾	D	
Common Stock	03/04/2008		S		100	D	\$80.44	29,414 ⁽¹⁾	D	
Common Stock	03/04/2008		S		800	D	\$80.445	28,614 ⁽¹⁾	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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 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)
Explanation of Responses:											
1. Total includes 10,000 unvested Restricted Performance Stock Rights (RPSRs) granted pursuant to the 2001 Long-Term Incentive Stock Plan (LTISP) on 2/15/06 with the performance measurement period ("measurement period") ending on 12/31/08; and 8,000 unvested RPSRs granted pursuant to the 2001 LTISP on 2/28/07 with the measurement period ending on 12/31/09. Grants awarded pursuant to Rule 16b-3(d).											
Remarks:											
This is one of two Form 4s to accommodate a total of 45 transaction lines reporting in Table I for multiple sale transactions on the event date March 4, 2008.											
/s/ Kathleen M. Salmas, Attorney-in-fact for Rosanne P. O'Brien 03/06/2008											

** 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.

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.