1. **Name and Address of Reporting Person**
   SHARER KEVIN W
   (Last) (First) (Middle)
   1840 CENTURY PARK EAST
   (Street)
   LOS ANGELES CA 90067
   (City) (State) (Zip)

2. **Date of Event Requiring Statement** (Month/Day/Year)
   12/16/2003

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

4. **Relationship of Reporting Person(s) to Issuer**
   (Check all applicable)
   X Director
   10% Owner
   Officer (give title below)
   Other (specify below)

5. **If Amendment, Date of Original Filed (Month/Day/Year)**

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 Beneficially Owned

<table>
<thead>
<tr>
<th>1. Title of Security (Instr. 4)</th>
<th>2. Amount of Securities Owned (Instr. 4)</th>
<th>3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)</th>
<th>4. Nature of Indirect Beneficial Ownership (Instr. 5)</th>
</tr>
</thead>
<tbody>
<tr>
<td>See footnote. (*)</td>
<td>0 (*)</td>
<td>D</td>
<td></td>
</tr>
</tbody>
</table>
## Table II - Derivative Securities Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

<table>
<thead>
<tr>
<th>1. Title of Derivative Security (Instr. 4)</th>
<th>2. Date Exercisable and Expiration Date (Month/Day/Year)</th>
<th>3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)</th>
<th>4. Conversion or Exercise Price of Derivative Security</th>
<th>5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)</th>
<th>6. Nature of Indirect Beneficial Ownership (Instr. 5)</th>
</tr>
</thead>
</table>

**Explanation of Responses:**

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

   Kathleen M. Salmas,
   Attorney in fact for Kevin W. Sharer
   12/16/2003
   **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).


   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.**