

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>MULLAN JOHN H</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 X Officer (give title below) Other (specify below) Corp. VP & Secretary
	3. Date of Earliest Transaction (Month/Day/Year) 02/21/2006	
	4. 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 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	02/21/2006		M ⁽¹⁾		2,897	A	\$51.95	45,016 ⁽²⁾	D	
Common Stock	02/21/2006		M ⁽¹⁾		1,987	A	\$51.95	47,003 ⁽²⁾	D	
Common Stock	02/21/2006		M ⁽¹⁾		2,884	A	\$51.95	49,887 ⁽²⁾	D	
Common Stock	02/21/2006		M ⁽¹⁾		2,954	A	\$54.9	52,841 ⁽²⁾	D	
Common Stock	02/21/2006		M ⁽¹⁾		325	A	\$28.25	53,166 ⁽²⁾	D	
Common Stock	02/21/2006		M ⁽¹⁾		229	A	\$51.95	53,395 ⁽²⁾	D	
Common Stock	02/21/2006		M ⁽¹⁾		225	A	\$51.95	53,620 ⁽²⁾	D	
Common Stock	02/21/2006		M ⁽¹⁾		220	A	\$54.9	53,840 ⁽²⁾	D	
Common Stock	02/21/2006		M ⁽¹⁾		2,000	A	\$39.28	55,840 ⁽²⁾	D	
Common Stock	02/21/2006		M ⁽¹⁾		3,357	A	\$51.95	59,197 ⁽²⁾	D	
Common Stock	02/21/2006		M ⁽¹⁾		1,686	A	\$51.95	60,883 ⁽²⁾	D	
Common Stock	02/21/2006		M ⁽¹⁾		2,300	A	\$57.4	63,183 ⁽²⁾	D	
Common Stock	02/21/2006		M ⁽¹⁾		2,000	A	\$47.11	65,183 ⁽²⁾	D	

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

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 Securities 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)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (Right-to-Buy)	\$51.95	02/21/2006		M ⁽¹⁾			2,897	02/25/2005	12/17/2006	Common Stock	2,897	\$51.95	0	D	
Stock Option (Right-to-Buy)	\$65.3	02/21/2006		A ⁽¹⁾		2,515		08/21/2006 ⁽³⁾	12/17/2006	Common Stock	2,515	\$65.3	2,515	D	
Stock Option (Right-to-Buy)	\$51.95	02/21/2006		M ⁽¹⁾		1,987		02/25/2005	12/17/2008	Common Stock	1,987	\$51.95	0	D	
Stock Option (Right-to-Buy)	\$65.3	02/21/2006		A ⁽¹⁾		1,765		08/21/2006 ⁽³⁾	12/17/2008	Common Stock	1,765	\$65.3	1,765	D	
Stock Option (Right-to-Buy)	\$51.95	02/21/2006		M ⁽¹⁾		2,884		02/25/2005	12/16/2008	Common Stock	2,884	\$51.95	0	D	

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

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 Securities 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)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (Right-to-Buy)	\$65.3	02/21/2006		A ⁽¹⁾		2,504		08/21/2006 ⁽³⁾	12/16/2008	Common Stock	2,504	\$65.3	2,504	D	
Stock Option (Right-to-Buy)	\$54.9	02/21/2006		M ⁽¹⁾			2,954	08/01/2002	12/17/2008	Common Stock	2,954	\$54.9	0	D	
Stock Option (Right-to-Buy)	\$65.3	02/21/2006		A ⁽¹⁾		2,651		08/21/2006 ⁽³⁾	12/17/2008	Common Stock	2,651	\$65.3	2,651	D	
Stock Option (Right-to-Buy)	\$28.25	02/21/2006		M ⁽¹⁾			325	11/22/2001	11/22/2009	Common Stock	325	\$28.25	0	D	
Stock Option (Right-to-Buy)	\$65.3	02/21/2006		A ⁽¹⁾		224		08/21/2006 ⁽³⁾	11/22/2009	Common Stock	224	\$65.3	224	D	
Stock Option (Right-to-Buy)	\$51.95	02/21/2006		M ⁽¹⁾			229	02/25/2005	11/22/2009	Common Stock	229	\$51.95	0	D	
Stock Option (Right-to-Buy)	\$65.3	02/21/2006		A ⁽¹⁾		203		08/21/2006 ⁽³⁾	11/22/2009	Common Stock	203	\$65.3	203	D	
Stock Option (Right-to-Buy)	\$51.95	02/21/2006		M ⁽¹⁾			225	02/25/2005	11/22/2009	Common Stock	225	\$51.95	0	D	
Stock Option (Right-to-Buy)	\$65.3	02/21/2006		A ⁽¹⁾		195		08/21/2006 ⁽³⁾	11/22/2009	Common Stock	195	\$65.3	195	D	
Stock Option (Right-to-Buy)	\$54.9	02/21/2006		M ⁽¹⁾			220	08/01/2002	11/23/2009	Common Stock	220	\$54.9	0	D	
Stock Option (Right-to-Buy)	\$65.3	02/21/2006		A ⁽¹⁾		196		08/21/2006 ⁽³⁾	11/23/2009	Common Stock	196	\$65.3	196	D	
Stock Option (Right-to-Buy)	\$39.28	02/21/2006		M ⁽¹⁾			2,000	08/15/2002	08/15/2011	Common Stock	2,000	\$39.28	0	D	
Stock Option (Right-to-Buy)	\$65.3	02/21/2006		A ⁽¹⁾		1,487		08/21/2006 ⁽³⁾	08/15/2011	Common Stock	1,487	\$65.3	1,487	D	
Stock Option (Right-to-Buy)	\$51.95	02/21/2006		M ⁽¹⁾			3,357	02/25/2005	08/15/2011	Common Stock	3,357	\$51.95	0	D	
Stock Option (Right-to-Buy)	\$65.3	02/21/2006		A ⁽¹⁾		2,915		08/21/2006 ⁽³⁾	08/15/2011	Common Stock	2,915	\$65.3	2,915	D	
Stock Option (Right-to-Buy)	\$51.95	02/21/2006		M ⁽¹⁾			1,686	02/25/2005	08/15/2011	Common Stock	1,686	\$51.95	0	D	
Stock Option (Right-to-Buy)	\$65.3	02/21/2006		A ⁽¹⁾		1,464		08/21/2006 ⁽³⁾	08/15/2011	Common Stock	1,464	\$65.3	1,464	D	
Stock Option (Right-to-Buy)	\$57.4	02/21/2006		M ⁽¹⁾			2,300	08/20/2003	08/20/2012	Common Stock	2,300	\$57.4	3,700	D	
Stock Option (Right-to-Buy)	\$65.3	02/21/2006		A ⁽¹⁾		2,120		08/21/2006 ⁽³⁾	08/20/2012	Common Stock	2,120	\$65.3	5,820	D	

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(e.g., puts, calls, warrants, options, convertible securities)**

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				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (Right-to-Buy)	\$47.11	02/21/2006		M ⁽¹⁾			2,000	08/20/2004	08/20/2013	Common Stock	2,000	\$47.11	4,000	D	
Stock Option (Right-to-Buy)	\$65.3	02/21/2006		A ⁽¹⁾		1,641		08/21/2006 ⁽³⁾	08/20/2013	Common Stock	1,641	\$65.3	5,641	D	

Explanation of Responses:

1. Stock-swap exercise and reload of grant of non-qualified stock options; and disposition of shares upon tax withholding in a transaction exempt under Rule 16b-3(d)(1).
2. Total includes 4,000 unvested Restricted Performance Stock Rights (RPSRs) granted under the 2001 Long-Term Incentive Stock Plan (LTISP) on 8/20/03 with the valuation of performance measurement period ("measurement period") ending on 12/31/06; 4,000 RPSRs granted under the 2001 LTISP on 2/28/05 with the measurement period ending on 12/31/07; and 6,000 RPSRs granted under the 2001 LTISP on 2/15/06 with the measurement period ending on 12/31/08. Grants awarded pursuant to Rule 16b-3(d).
3. The "reload" option vests in six months following the date of the reload option grant.

Remarks:

This is one of two Form 4s in related transactions on the event date February 21, 2006.

/s/ Kathleen M. Salmas,
Attorney-in-fact for John H. Mullan 02/22/2006

** 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.

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