

**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  
 Estimated average burden  
 hours per response: 0.5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934  
 or Section 30(h) of the Investment Company Act of 1940

<b>1. Name and Address of Reporting Person*</b> <u>MILLS LINDA A</u>  (Last) (First) (Middle) <u>1840 CENTURY PARK EAST</u>  (Street) <u>LOS ANGELES CA 90067</u>  (City) (State) (Zip)	<b>2. Date of Event Requiring Statement (Month/Day/Year)</b> <u>02/01/2008</u>	<b>3. Issuer Name and Ticker or Trading Symbol</b> <u>NORTHROP GRUMMAN CORP /DE/ [ NOC ]</u>  <b>4. Relationship of Reporting Person(s) to Issuer (Check all applicable)</b> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Corp. VP &amp; Pres. Info. Tech.</u>  <b>5. If Amendment, Date of Original Filed (Month/Day/Year)</b> <u>02/04/2008</u>  <b>6. Individual or Joint/Group Filing (Check Applicable Line)</b> <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
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**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. 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)
Common Stock	19,350 <sup>(1)</sup>	D <sup>(1)</sup>	
Common Stock	1,090	I	Trustee: Linda Anne Mills Living Trust U/A 3/27/00
Common Stock	7,605.7946	I	See footnote. <sup>(2)</sup>

**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)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Stock Option (Right-to-Buy)	04/26/2001 <sup>(3)</sup>	04/25/2010	Common Stock	10,714	54.11	D	
Stock Option (Right-to-Buy)	02/11/2002 <sup>(4)</sup>	02/19/2012	Common Stock	8,572	34.54	D	
Stock Option (Right-to-Buy)	08/20/2004 <sup>(5)</sup>	08/20/2013	Common Stock	7,000	47.11	D	
Stock Option (Right-to-Buy)	06/14/2005 <sup>(6)</sup>	06/14/2014	Common Stock	8,000	52.485	D	

**Explanation of Responses:**

- Total includes 3,600 vested Restricted Performance Stock Rights (RPSRs) granted under the 2001 Long-Term Incentive Stock Plan (LTISP) on 2/16/05 with a valuation of performance measurement period ("measurement period") that ended on 12/31/07; 7,000 unvested RPSRs granted under the LTISP on 2/15/06 with a measurement period ending on 12/31/08; and 8,750 unvested RPSRs granted under the LTISP on 2/28/07 with a measurement period ending on 12/31/09. Grants awarded pursuant to Rule 16b-3(d).
- Held in the Northrop Grumman Savings and Investment Plan, a qualified profit sharing plan, as of January 29, 2008. 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.
- This option, granted on 4/26/00, vests in three annual installments from the date of the grant and became exercisable to the extent of one-third (33%) of the optioned shares on 4/26/01.
- This option, granted on 2/20/02, became 100% vested and exercisable on 12/11/02 due to change in control.
- This option, granted on 8/20/03, became first exercisable on 8/20/04 with vesting schedule of one-fourth (25%) annual installments of the optioned shares commencing from the date of grant. The vesting schedule accelerated to 100% on 9/30/05.
- This option, granted on 6/14/04, became first exercisable on 6/14/05 with vesting schedule of one-fourth (25%) annual installments of the optioned shares commencing from the date of grant. The vesting schedule accelerated to 100% on 9/30/05.

/s/ Kathleen M. Salmas,  
Attorney-in-fact for Linda A. Mills 02/26/2008

\*\* 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 5 (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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