

**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
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>SANFORD JAMES L</u>  (Last) (First) (Middle) <u>1840 CENTURY PARK EAST</u>  (Street) <u>LOS ANGELES CA 90067</u>  (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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Corp. VP &amp; Treasurer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/17/2004</u>	
		6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> 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	02/17/2004	02/17/2004	F		582	D	\$104.21	7,475 <sup>(1)</sup>	D	
Common Stock	02/17/2004	02/17/2004	j <sup>(2)</sup>		1,046	A	\$104.21	8,521 <sup>(1)</sup>	D	
Common Stock								4,060 <sup>(3)</sup>	D	
Common Stock								2,536.626	I	See footnote. <sup>(4)</sup>

**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					

**Explanation of Responses:**

- Total includes 400 remaining Restricted Stock Rights granted pursuant to the 1993 Long Term Incentive Stock Plan (LTISP) vesting on 11/22/04; 2,000 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; 2,000 RPSRs granted under the 2001 LTISP on 8/20/02 with the measurement period ending on 12/31/05; 2,500 RPSRs granted under the 2001 LTISP on 8/20/03 with the measurement period ending on 12/31/06.
- 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.
- Total includes 2,920 shares held in Reporting Person's own name; 300 shares held in name of Reporting Person's spouse; and 840 shares held jointly in the name of Reporting Person and Reporting Person's spouse.
- 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. Total includes 1754.514 shares held in Plan in name of Reporting Person's spouse.

Kathleen M. Salmas, Attorney- 02/18/2004  
in-fact for James L. Sanford

\*\* 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.