

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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

1. Name and Address of Reporting Person* <u>AGEE JERRY B</u> (Last) (First) (Middle) 1840 CENTURY PARK EAST (Street) LOS ANGELES CA 90067 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 08/16/2005	3. Issuer Name and Ticker or Trading Symbol <u>NORTHROP GRUMMAN CORP /DE/ [NOC]</u>	
		4. 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>Acting Pres., Mission Systems</u>	5. If Amendment, Date of Original Filed (Month/Day/Year) 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 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	16,000 ⁽¹⁾	D	
Common Stock	5,298.892	I	See footnote. ⁽²⁾

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				
Stock Option (Right-to-Buy)	02/04/1998 ⁽³⁾	02/03/2007	Common Stock 2,144	46.79	D	
Stock Option (Right-to-Buy)	02/11/1999 ⁽⁴⁾	02/10/2008	Common Stock 2,144	49.85	D	
Stock Option (Right-to-Buy)	02/10/2000 ⁽⁵⁾	02/09/2009	Common Stock 1,608	46.67	D	
Stock Option (Right-to-Buy)	04/26/2001 ⁽⁶⁾	04/25/2010	Common Stock 16,072	54.11	D	
Stock Option (Right-to-Buy)	12/11/2002 ⁽⁷⁾	02/19/2012	Common Stock 8,572	34.54	D	
Stock Option (Right-to-Buy)	08/20/2004 ⁽⁸⁾	08/20/2013	Common Stock 12,000	47.11	D	
Stock Option (Right-to-Buy)	06/14/2005 ⁽⁹⁾	06/14/2014	Common Stock 12,000	52.485	D	

Explanation of Responses:

- Total includes 4,000 unvested Restricted Performance Stock Rights (RPSRs) granted under the 2001 Long-Term Incentive Stock Plan (LTISP) on 5/21/03, with the valuation of performance measurement period ("measurement period") ending on 12/31/05; 6,000 unvested RPSRs granted under the 2001 LTISP on 8/20/03, with the measurement period ending on 12/31/06; and 6,000 unvested RPSRs granted under the 2001 LTISP on 2/16/05, with the measurement period ending on 12/31/07. Grants awarded pursuant to Rule 16b-3(d).
- Held in the Northrop Grumman Savings and Investment Plan, a qualified profit sharing plan, as of August 15, 2005. 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, originally a TRW Inc. option granted on 2/4/97 and vesting in three equal annual installments, was fully-vested immediately upon Northrop Grumman Corporation's acquisition of TRW Inc. on 12/11/02.
- This option, originally a TRW Inc. option granted on 2/11/98 and vesting in three equal annual installments, was fully-vested immediately upon Northrop Grumman Corporation's acquisition of TRW Inc. on 12/11/02.
- This option, originally a TRW Inc. option granted on 2/10/99 and vesting in three equal annual installments, was fully-vested immediately upon Northrop Grumman Corporation's acquisition of TRW Inc. on 12/11/02.
- This option, originally a TRW Inc. option granted on 4/26/00 and vesting in three equal annual installments, was fully-vested immediately upon Northrop Grumman Corporation's acquisition of TRW Inc. on 12/11/02.
- This option, originally a TRW Inc. option granted on 2/20/02 and vesting in three equal annual installments, was fully-vested immediately upon Northrop Grumman Corporation's acquisition of TRW Inc. on 12/11/02.
- This option was granted on 8/20/03, and vests in four equal annual installments following the date of the grant.
- This option was granted on 6/14/04, and vests in four equal annual installments following the date of the grant.

Kathleen M. Salmas, Attorney-
in-fact for Jerry B. Agee 08/23/2005

** 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.

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.