

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>IORIZZO ROBERT P</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 & Pres. Electric Sys.</u> |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>11/23/2004</u> | |
| | 4. If Amendment, Date of Original Filed (Month/Day/Year) | |

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 | 11/23/2004 | 11/23/2004 | M | | 12,500 | A | \$44.06 | 97,302 ⁽¹⁾ | D | |
| Common Stock | 11/23/2004 | 11/23/2004 | M | | 11,250 | A | \$43.49 | 108,552 ⁽¹⁾ | D | |
| Common Stock | 11/23/2004 | 11/23/2004 | S | | 200 | D | \$56.68 | 108,352 ⁽¹⁾ | D | |
| Common Stock | 11/23/2004 | 11/23/2004 | S | | 9,750 | D | \$56.65 | 98,602 ⁽¹⁾ | D | |
| Common Stock | 11/23/2004 | 11/23/2004 | S | | 5,000 | D | \$56.62 | 93,602 ⁽¹⁾ | D | |
| Common Stock | 11/23/2004 | 11/23/2004 | S | | 100 | D | \$56.66 | 93,502 ⁽¹⁾ | D | |
| Common Stock | 11/23/2004 | 11/23/2004 | S | | 4,300 | D | \$56.64 | 89,202 ⁽¹⁾ | D | |
| Common Stock | 11/23/2004 | 11/23/2004 | S | | 4,400 | D | \$56.63 | 84,802 ⁽¹⁾ | 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 |
| Employee Stock Option (right to buy) | \$44.06 | 11/23/2004 | 11/23/2004 | M | | | 12,500 | 12/16/1999 | 12/17/2008 | Common Stock | 12,500 | \$44.06 | 0 | D | |
| Employee Stock Option (right to buy) | \$43.49 | 11/23/2004 | 11/23/2004 | M | | | 11,250 | 06/13/2002 | 06/13/2011 | Common Stock | 11,250 | \$43.49 | 0 | D | |

Explanation of Responses:

1. Total includes 24,000 Restricted Performance Stock Rights (RPSRs) granted under the 2001 Long Term Incentive Stock Plan (LTISP) on 6/13/01 with the valuation of performance measurement period ("measurement period") ending on 12/31/04; 18,000 RPSRs granted under the 2001 LTISP on 8/20/02 with the measurement period ending on 12/31/05; and 24,000 RPSRs granted under the 2001 LTISP on 8/20/03 with the measurement period ending on 12/31/06.

Kathleen M. Salmas, Attorney-in-fact for Robert P. Iorizzo 11/24/2004

** 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.