**Name and Address of Reporting Person**

TEEL PHILIP A

C/O NORTHROP GRUMMAN CORPORATION
1840 CENTURY PARK EAST
LOS ANGELES CA 90067

**Date of Event Requiring Statement**

07/01/2005

**Issuer Name and Ticker or Trading Symbol**

NORTHROP GRUMMAN CORP /DE/ [NOC]

**Relationship of Reporting Person(s) to Issuer**

Officer (give title below)
Corp. VP & Pres. Ship Systems

**Table I - Non-Derivative Securities Beneficially Owned**

<table>
<thead>
<tr>
<th>Title of Security</th>
<th>Amount of Securities Beneficially Owned</th>
<th>Ownership Form</th>
<th>Nature of Indirect Beneficial Ownership</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>42,222 (1)</td>
<td>D</td>
<td></td>
</tr>
</tbody>
</table>

**Table II - Derivative Securities Beneficially Owned**

<table>
<thead>
<tr>
<th>Title of Derivative Security</th>
<th>Date Exercisable</th>
<th>Expiration Date</th>
<th>Title</th>
<th>Amount or Number of Shares</th>
<th>Conversion or Exercise Price of Derivative Security</th>
<th>Ownership Form</th>
<th>Nature of Indirect Beneficial Ownership</th>
</tr>
</thead>
<tbody>
<tr>
<td>Stock Option (Right to Buy)</td>
<td>01/04/2001 (1)</td>
<td>01/05/2010</td>
<td>Common Stock</td>
<td>8,000</td>
<td>26.78</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Stock Option (Right to Buy)</td>
<td>08/15/2002 (1)</td>
<td>08/15/2011</td>
<td>Common Stock</td>
<td>12,000</td>
<td>39.28</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Stock Option (Right to Buy)</td>
<td>08/20/2003 (1)</td>
<td>08/20/2012</td>
<td>Common Stock</td>
<td>12,000</td>
<td>57.4</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Stock Option (Right to Buy)</td>
<td>08/20/2004 (1)</td>
<td>08/20/2013</td>
<td>Common Stock</td>
<td>12,000</td>
<td>47.11</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Stock Option (Right to Buy)</td>
<td>06/14/2005 (1)</td>
<td>06/14/2014</td>
<td>Common Stock</td>
<td>12,000</td>
<td>52,485</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Stock Option (Right to Buy)</td>
<td>07/01/2006 (1)</td>
<td>07/01/2015</td>
<td>Common Stock</td>
<td>18,000</td>
<td>55.32</td>
<td>D</td>
<td></td>
</tr>
</tbody>
</table>

**Explanation of Responses:**

1. Total includes 6,000 unvested Restricted Performance Stock Rights (RPSRs) granted under the 2001 Long-Term Incentive Stock Plan (LTISP) on 8/20/02, 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, plus an additional 5,000 unvested RPSRs granted on 7/1/05, with the measurement period ending on 12/31/06; 6,000 unvested RPSRs granted under the 2001 LTISP on 2/16/05, plus an additional 8,500 unvested RPSRs granted on 7/1/05, with the measurement period ending on 12/31/07. Grants awarded pursuant to Rule 16b-3(d).

2. The option was granted on 1/4/00 and vested 25% per year over 4 years. The option was fully vested on 1/4/2004.

3. The option was granted on 8/15/00 and vests 25% per year over 4 years.

4. The option was granted on 8/20/02 and vests 25% per year over 4 years.

5. The option was granted on 8/20/03 and vests 25% per year over 4 years.

6. The option was granted on 6/14/04 and vests 25% per year over 4 years.

7. The option was granted on 7/1/05 and vests 25% per year over 4 years.

**Reminder:** Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Signature of Reporting Person**

/s/ Kathleen M. Salmas
Attorney in fact for Philip A. Teel
07/06/2005

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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