

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>LIVANOS ALEXANDER C</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) 02/07/2005	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) Corp. VP & Pres. Space Tech.	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	32,000 ⁽¹⁾	D	

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)	02/17/2004 ⁽²⁾	02/17/2013	Common Stock 12,000	46.09	D	
Stock Option (Right-to-Buy)	08/20/2004 ⁽³⁾	08/20/2013	Common Stock 8,000	47.11	D	
Stock Option (Right-to-Buy)	06/14/2005 ⁽⁴⁾	06/14/2014	Common Stock 14,000	52.485	D	
Stock Option (Right-to-Buy)	02/07/2006 ⁽⁵⁾	02/07/2015	Common Stock 16,000	53.1	D	

Explanation of Responses:

- Total includes 5,000 unvested Restricted Performance Stock Rights (RPSRs) granted under the 2001 Long-Term Incentive Stock Plan ("LTISP") on 2/17/03, with a valuation of performance measurement period ("measurement period") that commenced 1/1/03, ending 12/31/05; 4,000 unvested RPSRs granted under the 2001 LTISP on 8/20/03 with a measurement period that commenced 1/1/03, ending 12/31/06; 7,000 unvested RPSRs granted under the 2001 LTISP on 2/7/05 with a measurement period that commenced 1/1/05, ending 12/31/06; and 16,000 unvested RPSRs granted under the 2001 LTISP on 2/7/05 with a measurement period that commenced 1/1/05, ending 12/31/07.
- The option was granted on 2/17/03 and vests in four equal annual installments commencing on 2/17/04.
- The option was granted on 8/20/03 and vests in four equal annual installments commencing on 8/20/04.
- The option was granted on 6/14/04 and vests in four equal annual installments commencing on 6/14/05.
- The option was granted on 2/7/05 and vests in four equal annual installments commencing on 2/7/06.

Kathleen M. Salmas, Attorney-
in-fact for Alexander C. 02/07/2005
Livanos

** 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.