INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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
   O'Neill James R
   1840 CENTURY PARK EAST
   LOS ANGELES CA 90067

2. Date of Event Requiring Statement
   05/01/2004

3. Issuer Name and Ticker or Trading Symbol
   NORTHROP GRUMMAN CORP /DE/ [ NOC ]

4. Relationship of Reporting Person(s) to Issuer
   X Officer (give title below)

5. If Amendment, Date of Original Filed
   05/06/2004

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: Direct (D) or Indirect (I)</th>
<th>Nature of Indirect Beneficial Ownership</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>14,250</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: Direct (D) or Indirect (I)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Stock Option (Right-to-Buy)</td>
<td>03/18/2003</td>
<td>03/19/2012</td>
<td>Common Stock</td>
<td>9,000</td>
<td>108.75</td>
<td>D</td>
</tr>
<tr>
<td>Stock Option (Right-to-Buy)</td>
<td>08/20/2003</td>
<td>08/20/2012</td>
<td>Common Stock</td>
<td>9,000</td>
<td>114.8</td>
<td>D</td>
</tr>
<tr>
<td>Stock Option (Right-to-Buy)</td>
<td>08/20/2004</td>
<td>08/20/2013</td>
<td>Common Stock</td>
<td>9,000</td>
<td>94.22</td>
<td>D</td>
</tr>
</tbody>
</table>

Explanation of Responses:
1. Total includes 3,750 unvested Restricted Performance Stock Rights (RPSRs) granted under the 2001 Long-Term Incentive Stock Plan ("LTISP") on 3/18/02 with the measurement period ending on 12/31/04; 3,750 unvested RPSRs granted under the 2001 LTISP on 8/20/02 with the measurement period ending on 12/31/05; 3,750 unvested RPSRs granted under the 2001 LTISP on 8/20/03 with the measurement period ending on 12/31/06; and 3,000 unvested RPSRs granted under the 2001 LTISP on 3/16/04 with the measurement period ending on 12/31/06.
2. The option vests in four equal annual installments commencing on March 18, 2003.
3. The option vests in four equal annual installments commencing on August 20, 2003.
4. The option vests in four equal annual installments commencing on August 20, 2004.

Kathleen M. Salmas, Attorney-in-fact for James R. O'Neill
05/06/2004

** 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 5 (b)(v).


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.
EXHIBIT 24

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned hereby constitutes and appoints each of John H. Mullan and Kathleen M. Salmas, signing singly, the undersigned’s true and lawful attorney-in-fact to:

(i) execute for and on behalf of the undersigned, in the undersigned’s capacity as director of Northrop Grumman Corporation (the “Company”), Form 3, 4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934, or any amendments thereto, and thereby file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority;

(ii) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such form 3, 4, or 5 and timely file such form with the United States Securities and Exchange Commission;

(iii) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that such attorney-in-fact shall act in the best interest of the undersigned;

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted or CRCSTED to such attorney-in-fact, and every such attorney-in-fact may use the undersigned’s name, signature, and title, or any substitute or successor title, as the case may be, and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact’s discretion.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Form 3, 4, and 5 with respect to the undersigned’s holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 30th day of April 2004.

James R. O’Neill
Attorney-in-Fact