1. Name and Address of Reporting Person
   ODEEN PHILIP A
   (Last) (First) (Middle)

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

3. Date of Earliest Transaction
   (Month/Day/Year)
   05/27/2003

4. If Amendment, Date of Original Filed
   (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer
   (Check all applicable)
   X Director
   10% Owner
   Officer (give title below)
   Other (specify below)

6. Individual or Joint/Group Filing
   (Check Applicable Line)
   X Form filed by One Reporting Person
   Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

<table>
<thead>
<tr>
<th>1. Title of Security (Instr. 3)</th>
<th>2. Transaction Date (Month/Day/Year)</th>
<th>2A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>3. Transaction Code (Instr. 8)</th>
<th>4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>7. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Code V</td>
<td>Amount (A) or (D)</td>
<td>Price</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

<table>
<thead>
<tr>
<th>Code</th>
<th>Date Exercisable</th>
<th>Expiration Date</th>
<th>Title</th>
<th>Amount or Number of Shares</th>
</tr>
</thead>
<tbody>
<tr>
<td>V</td>
<td>(A)</td>
<td>(D)</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

#### Explanation of Responses:

1. Grant of Option to buy shares of common stock under the Northrop Grumman 1995 Stock Option Plan for Non-Employee Directors in transactions exempt pursuant to Rule 16b-3. Grant is fully vested on grant date.
2. Amount includes 53,570 stock options received in connection with the assumption of TRW Inc. non-qualified stock options by Issuer pursuant to the Agreement and Plan of Merger, dated as of June 30, 2002, by and among TRW Inc., the Issuer and Richmond Acquisition Corp., and conversion of such options into options to purchase Issuer's common stock; and 1,500 stock options under the Northrop Grumman 1995 Stock Option Plan for Non-Employee Directors.

**Kathleen M. Salmas,**
**Attorney-in-fact for Philip A. Odeen**

05/27/2003

**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).

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.**