

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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>IORIZZO ROBERT P</u>  (Last) (First) (Middle) 1840 CENTURY PARK EAST  (Street) LOS ANGELES CA 90067  (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 X Officer (give title below) Other (specify below) <u>Corp. VP &amp; Pres. Electric Sys.</u>
	3. Date of Earliest Transaction (Month/Day/Year) 06/08/2004	
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	06/08/2004	06/08/2004	M <sup>(1)</sup>		11,250	A	\$104.8	11,250	D	
Common Stock	06/08/2004	06/08/2004	S <sup>(1)</sup>		11,250	D	\$104.8	0	D	
Common Stock								42,623 <sup>(2)</sup>	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
Stock Option (Right-to-Buy)	\$86.98	06/08/2004	06/08/2004	M <sup>(1)</sup>			11,250	06/13/2002 <sup>(3)</sup>	06/13/2011	Common Stock	11,250	\$86.98	11,250	D	

**Explanation of Responses:**

- Broker assisted Cashless Exercise and Sell transaction exempt under Rule 16b-3.
- Total includes 660 remaining Restricted Stock Rights granted pursuant to the 1993 Long Term Incentive Stock Plan (LTISP vesting on 11/22/04; 12,000 Restricted Performance Stock Rights (RPSRs) granted under the 2001 LTISP on 6/13/01 with the valuation of performance measurement period ("measurement period") ending on 12/31/04; 9,000 RPSRs granted under the 2001 LTISP on 8/20/02 with the measurement period ending on 12/31/05; and 12,000 RPSRs granted under the 2001 LTISP on 8/20/03 with the measurement period ending on 12/31/06.
- The option vests in four equal annual installments that commenced 6/13/2002. On current exercise date, 6/8/04, a total of 11,250 options had vested.

Kathleen M. Salmas, Attorney-in-fact for Robert P. Iorizzo 06/09/2004

\*\* 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.

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