

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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>TERRY W BURKS</u> (Last) (First) (Middle) <u>1840 CENTURY PARK EAST</u> (Street) <u>LOS ANGELES CA 90067</u> (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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Corp. VP & General Counsel</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/21/2006</u>	
	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	02/21/2006		M ⁽¹⁾		8,700	A	\$54.63	107,692 ⁽²⁾	D	
Common Stock	02/21/2006		F ⁽¹⁾		7,278 ⁽³⁾	D	\$65.3	100,414 ⁽²⁾	D	
Common Stock	02/21/2006		F ⁽¹⁾		650	D	\$65.3	99,764 ⁽²⁾	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	Amount or Number of Shares				
Stock Option (Right-to-Buy)	\$54.63	02/21/2006		M ⁽¹⁾		8,700		02/08/2003	12/17/2006	Common Stock	8,700	\$54.63	0	D	
Stock Option (Right-to-Buy)	\$65.3	02/21/2006		A ⁽¹⁾		7,928		08/21/2006 ⁽⁴⁾	12/17/2006	Common Stock	7,928	\$65.3	7,928	D	

Explanation of Responses:

- Stock-swap exercise and reload of grant of non-qualified stock options; and disposition of shares upon tax withholding in a transaction exempt under Rule 16b-3(d).
- Total includes 12,000 unvested Restricted Performance Stock Rights (RPSRs) granted under the 2001 Long-Term Incentive Stock Plan (LTISP) on 8/20/03 with the valuation of performance measurement period ("measurement period") ending on 12/31/06; 12,000 unvested RPSRs granted under the LTISP on 2/28/05 with the measurement period ending on 12/31/07; and 18,000 unvested RPSRs granted under the LTISP on 2/15/06 with the measurement period ending 12/31/08. Grants awarded pursuant to Rule 16b-3(d).
- Shares swapped for options.
- The "reload" option fully-vestes in six months following the date of the reload option grant.

/s/ Kathleen M. Salmas,
Attorney-in-fact for W. Burks Terry 02/22/2006

** 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.

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.