1. Name and Address of Reporting Person

**PETERS AULANA L**

- **Last**
- **First**
- **Middle**

1840 CENTURY PARK EAST

- **Street**

LOS ANGELES

- **State**

CA

- **Zip**

2. Issuer Name and Ticker or Trading Symbol

**NORTHROP GRUMMAN CORP /DE/ [NOC]**

3. Date of Earliest Transaction

- **Month/Day/Year**

02/09/2004

4. If Amendment, Date of Original Filed

- **Month/Day/Year**

02/10/2004

5. Relationship of Reporting Person(s) to Issuer

- **10% Owner**
- **Director**
- **Officer (give title below)**

6. Individual or Joint/Group Filing

- **Form filed by One Reporting Person**
- **Form filed by More than One Reporting Person**

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### 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>Common Stock</td>
<td>02/09/2004</td>
<td>02/09/2004</td>
<td>J(1)</td>
<td>A</td>
<td>$102.58</td>
<td>1,798</td>
<td>I</td>
</tr>
<tr>
<td>Common Stock</td>
<td>02/09/2004</td>
<td>02/09/2004</td>
<td>J(3)</td>
<td>A</td>
<td>$102.58</td>
<td>5,338</td>
<td>D</td>
</tr>
<tr>
<td>Common Stock</td>
<td>02/09/2004</td>
<td>02/09/2004</td>
<td>J(4)</td>
<td>A</td>
<td>$102.58</td>
<td>6,115</td>
<td>D</td>
</tr>
<tr>
<td>Common Stock</td>
<td>02/09/2004</td>
<td>02/09/2004</td>
<td>S</td>
<td>D</td>
<td>$101.66</td>
<td>5,759</td>
<td>D</td>
</tr>
<tr>
<td>Common Stock</td>
<td>02/09/2004</td>
<td>02/09/2004</td>
<td>S</td>
<td>D</td>
<td>$101.59</td>
<td>5,659</td>
<td>D</td>
</tr>
<tr>
<td>Common Stock</td>
<td>02/09/2004</td>
<td>02/09/2004</td>
<td>S</td>
<td>D</td>
<td>$101.52</td>
<td>4,859</td>
<td>D</td>
</tr>
<tr>
<td>Common Stock</td>
<td>02/09/2004</td>
<td>02/09/2004</td>
<td>S</td>
<td>D</td>
<td>1,021</td>
<td>I</td>
<td>See footnote. (2)</td>
</tr>
</tbody>
</table>
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

<table>
<thead>
<tr>
<th>1. Title of Derivative Security (Instr. 3)</th>
<th>2. Conversion or Exercise Price of Derivative Security</th>
<th>3. Transaction Date (Month/Day/Year)</th>
<th>3A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>4. Transaction Code (Instr. 8)</th>
<th>5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)</th>
<th>6. Date Exercisable and Expiration Date (Month/Day/Year)</th>
<th>7. Title and Amount of Underlying Securities (Instr. 3 and 4)</th>
<th>8. Price of Derivative Security (Instr. 5)</th>
<th>9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)</th>
<th>10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>11. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Code V (A) (D) Date Exercisable Expiration Date Title Amount or Number of Shares</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

**Explanation of Responses:**

1. Represents shares of common stock deferred into stock unit account pursuant to the 1993 Stock Plan for Non-Employee Directors in a transaction exempt pursuant to Rule 16b-3.
2. Represents shares of common stock held in a stock unit account pursuant to the 1993 Stock Plan for Non-Employee Directors in a transaction exempt pursuant to Rule 16b-3.
4. Distribution of shares pursuant to the 1993 Stock Plan for Non-Employee Directors from stock unit account into which shares had previously been deferred. This transaction is exempt pursuant to Rule 16b-3.

Kathleen M. Salmas,
Attorney-in-fact for Aulana L. Peters
02/10/2004

**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).

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.