

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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>PETERS C MICHAEL</u> (Last) (First) (Middle) 1840 CENTURY PARK EAST (Street) LOS ANGELES CA 90067 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 11/01/2004	3. Issuer Name and Ticker or Trading Symbol <u>NORTHROP GRUMMAN CORP /DE/ [NOC]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Corp. VP & Pres. Newport News	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	17,084	D ⁽¹⁾	
Common Stock	929.19	I	See footnote. ⁽²⁾

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Stock Option (right-to-buy)	01/18/2003 ⁽³⁾	01/18/2012	Common Stock	4,000	49.21	D	
Stock Option (right-to-buy)	08/20/2003 ⁽³⁾	08/20/2012	Common Stock	8,000	57.4	D	
Stock Option (right-to-buy)	08/20/2004 ⁽³⁾	08/20/2013	Common Stock	8,000	47.11	D	
Stock Option (right-to-buy)	06/14/2005 ⁽³⁾	06/14/2014	Common Stock	10,000	52.49	D	
Stock Option (right-to-buy)	11/01/2005 ⁽³⁾	11/01/2014	Common Stock	20,000	52.43	D	

Explanation of Responses:

1. Total includes 2,000 Restricted Performance Stock Rights (RPSRs) granted under the 2001 Long-Term Incentive Stock Plan (LTISP) on 1/18/2002 with a performance period that ends on 12/31/2004; 4,000 RPSRs granted under the 2001 LTISP on 8/20/2002 with a performance period that ends on 12/31/2005; 4,000 RPSRs granted under the 2001 LTISP on 8/20/2003 with a performance period that ends on 12/31/2006; and 6,500 RPSRs granted under the 2001 LTISP on 11/1/2004 with a performance period that ends on 12/31/2007.

2. Held in the Northrop Grumman Savings and Investment Plan, a qualified profit sharing plan, as of October 29, 2004.

3. The option vests in four equal annual installments following the date of the grant.

Kathleen M. Salmas, Attorney-
in-fact for C. Michael Petters 11/02/2004

** 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).

** 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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