

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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>O BRIEN ROSANNE 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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Corp. VP, Communications</u>
	3. Date of Earliest Transaction (Month/Day/Year) 02/21/2006	
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		12,000	A	\$37.03	57,980 <sup>(1)</sup>	D	
Common Stock	02/21/2006		M		26,000	A	\$39.28	83,980 <sup>(1)</sup>	D	
Common Stock	02/21/2006		S		14,800	D	\$65	69,180 <sup>(1)</sup>	D	
Common Stock	02/21/2006		S		1,200	D	\$65.01	67,980 <sup>(1)</sup>	D	
Common Stock	02/21/2006		S		2,300	D	\$65.02	65,680 <sup>(1)</sup>	D	
Common Stock	02/21/2006		S		800	D	\$65.03	64,880 <sup>(1)</sup>	D	
Common Stock	02/21/2006		S		200	D	\$65.04	64,680 <sup>(1)</sup>	D	
Common Stock	02/21/2006		S		3,300	D	\$65.05	61,380 <sup>(1)</sup>	D	
Common Stock	02/21/2006		S		800	D	\$65.06	60,580 <sup>(1)</sup>	D	
Common Stock	02/21/2006		S		400	D	\$65.07	60,180 <sup>(1)</sup>	D	
Common Stock	02/21/2006		S		200	D	\$65.09	59,980 <sup>(1)</sup>	D	
Common Stock	02/21/2006		S		3,200	D	\$65.1	56,780 <sup>(1)</sup>	D	
Common Stock	02/21/2006		S		800	D	\$65.14	55,980 <sup>(1)</sup>	D	
Common Stock	02/21/2006		S		3,800	D	\$65.15	52,180 <sup>(1)</sup>	D	
Common Stock	02/21/2006		S		500	D	\$65.16	51,680 <sup>(1)</sup>	D	
Common Stock	02/21/2006		S		400	D	\$65.17	51,280 <sup>(1)</sup>	D	
Common Stock	02/21/2006		S		4,800	D	\$65.18	46,480 <sup>(1)</sup>	D	
Common Stock	02/21/2006		S		300	D	\$65.19	46,180 <sup>(1)</sup>	D	
Common Stock	02/21/2006		S		200	D	\$65.23	45,980 <sup>(1)</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	Amount or Number of Shares				
Stock Option (Right-to-Buy)	\$37.03	02/21/2006		M			12,000	08/16/2002	08/16/2010	Common Stock	12,000	\$37.03	0	D	
Stock Option (Right-to-Buy)	\$39.28	02/21/2006		M			26,000	08/15/2002	08/15/2011	Common Stock	26,000	\$39.28	0	D	

**Explanation of Responses:**

1. Total includes 8,000 unvested Restricted Performance Stock Rights (RPSRs) granted under the 2001 Long-Term Incentive Stock Plan (LTISP) on 8/20/03 with the valuation performance measurement period ("measurement period") ending on 12/31/06; 8,000 unvested RPSRs granted under the 2001 LTISP on 2/28/05 with the measurement period ending on 12/31/07; and 10,000 unvested RPSRs granted under the 2001 LTISP on 2/15/06 with the measurement period ending 12/31/08. Grants awarded pursuant to Rule 16b-3(d).

/s/ Kathleen M. Salmas,  
Attorney-in-fact for Rosanne P. O'Brien    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.

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