

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

| OMB APPROVAL | |
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| 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) | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |

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 ⁽¹⁾ | D | |
| Common Stock | 02/21/2006 | | M | | 26,000 | A | \$39.28 | 83,980 ⁽¹⁾ | D | |
| Common Stock | 02/21/2006 | | S | | 14,800 | D | \$65 | 69,180 ⁽¹⁾ | D | |
| Common Stock | 02/21/2006 | | S | | 1,200 | D | \$65.01 | 67,980 ⁽¹⁾ | D | |
| Common Stock | 02/21/2006 | | S | | 2,300 | D | \$65.02 | 65,680 ⁽¹⁾ | D | |
| Common Stock | 02/21/2006 | | S | | 800 | D | \$65.03 | 64,880 ⁽¹⁾ | D | |
| Common Stock | 02/21/2006 | | S | | 200 | D | \$65.04 | 64,680 ⁽¹⁾ | D | |
| Common Stock | 02/21/2006 | | S | | 3,300 | D | \$65.05 | 61,380 ⁽¹⁾ | D | |
| Common Stock | 02/21/2006 | | S | | 800 | D | \$65.06 | 60,580 ⁽¹⁾ | D | |
| Common Stock | 02/21/2006 | | S | | 400 | D | \$65.07 | 60,180 ⁽¹⁾ | D | |
| Common Stock | 02/21/2006 | | S | | 200 | D | \$65.09 | 59,980 ⁽¹⁾ | D | |
| Common Stock | 02/21/2006 | | S | | 3,200 | D | \$65.1 | 56,780 ⁽¹⁾ | D | |
| Common Stock | 02/21/2006 | | S | | 800 | D | \$65.14 | 55,980 ⁽¹⁾ | D | |
| Common Stock | 02/21/2006 | | S | | 3,800 | D | \$65.15 | 52,180 ⁽¹⁾ | D | |
| Common Stock | 02/21/2006 | | S | | 500 | D | \$65.16 | 51,680 ⁽¹⁾ | D | |
| Common Stock | 02/21/2006 | | S | | 400 | D | \$65.17 | 51,280 ⁽¹⁾ | D | |
| Common Stock | 02/21/2006 | | S | | 4,800 | D | \$65.18 | 46,480 ⁽¹⁾ | D | |
| Common Stock | 02/21/2006 | | S | | 300 | D | \$65.19 | 46,180 ⁽¹⁾ | D | |
| Common Stock | 02/21/2006 | | S | | 200 | D | \$65.23 | 45,980 ⁽¹⁾ | 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) | \$37.03 | 02/21/2006 | | M | | | 12,000 | 08/16/2002 | 08/16/2010 | Common Stock | 12,000 | \$37.03 | 0 | 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) | \$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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