1. Name and Address of Reporting Person
COOK J MICHAEL

(Cook) (First) (Middle)
1840 CENTURY PARK EAST

(Street)
LOS ANGELES CA 90067

(City) (State) (Zip)

2. Date of Event Requiring Statement
12/16/2003

3. Issuer Name and Ticker or Trading Symbol
NORTHROP GRUMMAN CORP /DE/ [NOC]

4. Relationship of Reporting Person(s) to Issuer
X Director
Officer (give title below)
10% Owner
Other (specify below)

5. If Amendment, Date of Original Filed

6. Individual or Joint/Group Filing (Check Applicable Line)
X Form filed by 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)

See footnote.(1)
0(1) D

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)

Explanation of Responses:
1. New Reporting Person of Issuer. Owns no securities of Issuer.

Kathleen M. Salmas, Attorney in fact for J. Michael Cook

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).


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.