**Statement of Changes in Beneficial Ownership**

**Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934**

**1. Name and Address of Reporting Person**
ODEEN PHILIP A  
1840 CENTURY PARK EAST  
LOS ANGELES AZ 90067

**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. Transaction**

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

<table>
<thead>
<tr>
<th>Title of Security</th>
<th>Transaction Date</th>
<th>Deemed Execution Date, if any (Month/Day/Year)</th>
<th>Number of Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>Price</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>02/09/2004</td>
<td>02/09/2004</td>
<td>1,403.555</td>
<td>$89.79</td>
<td>122,047</td>
</tr>
</tbody>
</table>

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**

<table>
<thead>
<tr>
<th>Title of Derivative Security (Instr. 3)</th>
<th>Conversion or Exercise Price of Derivative Security</th>
<th>Transaction Date (Month/Day/Year)</th>
<th>Deemed Execution Date, if any (Month/Day/Year)</th>
<th>Number of Derivative Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>Date Exercisable and Expiration Date (Month/Day/Year)</th>
<th>Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)</th>
<th>Price of Derivative Security (Instr. 5)</th>
<th>Ownership Form: Direct (D) or Indirect (I) (Instr. 6)</th>
<th>Nature of Indirect Beneficial Ownership (Instr. 7)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>J</td>
<td>171 A</td>
<td>$89.79 D</td>
<td>140,000</td>
<td>02/10/2004</td>
<td>2,142.8 I</td>
<td>1,403.555 I</td>
<td>X Form filed by One Reporting Person</td>
<td>Form filed by More than One Reporting Person</td>
</tr>
</tbody>
</table>

**Explanation of Responses:**

1. Shares distributed pursuant to the 1993 Stock Plan for Non-Employee Directors in transactions exempt under Rule 16b-3.
2. Includes shares received in connection with the exchange of TRW Inc. restricted stock for Issuer common stock pursuant to the Agreement and Plan of Merger, dated as of June 30, 2002, by and among TRW Inc., the Issuer and Richmond Acquisition Corp.
3. Shares held in the Odeen Charitable Retirement Unitary Trust (CRUT). Reporting Person is Trustee of the CRUT.
4. Investment shares held in the TRW Employee Stock Ownership and Savings Plan.

Kathleen M. Salmas, Attorney-in-fact for Philip A. Odeen  
03/22/2004

**Signature of Reporting Person**

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.