1. Name and Address of Reporting Person *
   FAZIO VIC
   (Last) (First) (Middle)
   (Street)
   (City) (State) (Zip)

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

3. Date of Earliest Transaction
   (Month/Day/Year)
   05/27/2003

4. If Amendment, Date of Original Filed
   (Month/Day/Year)

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

6. Individual or Joint/Group Filing
   (Check Applicable Line)
   X Form filed by One Reporting Person
   Form filed by More than One Reporting Person

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

<table>
<thead>
<tr>
<th>1. Title of Security (Instr. 3)</th>
<th>2. Transaction Date (Month/Day/Year)</th>
<th>2A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>3. Transaction Code (Instr. 8)</th>
<th>4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>7. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
<td>Code</td>
<td>Amount (A) or (D)</td>
<td>Price</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Code: V
<table>
<thead>
<tr>
<th>Code</th>
<th>V</th>
<th>A</th>
<th>Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)</th>
<th>Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>Nature of Indirect Beneficial Ownership (Instr. 4)</th>
<th>Date Exercisable and Expiration Date (Month/Day/Year)</th>
<th>Title and Amount of Underlying Securities (Instr. 3 and 4)</th>
<th>Price of Derivative Security (Instr. 5)</th>
<th>Transaction Code (Instr. 8)</th>
<th>Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)</th>
<th>Transaction Date (Month/Day/Year)</th>
<th>Deemed Execution Date, if any (Month/Day/Year)</th>
<th>Conversion or Exercise Price of Derivative Security</th>
<th>Title of Derivative Security (Instr. 3)</th>
</tr>
</thead>
</table>

**Explanation of Responses:**

1. Grant of Option to buy shares of common stock under the Northrop Grumman 1995 Stock Option Plan for Non-Employee Directors in transactions exempt pursuant to Rule 16b-3. Grant is fully vested on grant date.

Kathleen M. Salmas, Attorney-in-fact for Vic Fazio
05/27/2003

**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).


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.