

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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* MULLAN JOHN H (Last) (First) (Middle) 1840 CENTURY PARK EAST (Street) LOS ANGELES CA 90067 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol NORTHROP GRUMMAN CORP /DE/ [NOC]	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) <p style="text-align:right">Corp. VP & Secretary</p>
	3. Date of Earliest Transaction (Month/Day/Year) 09/02/2003	

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	09/02/2003	09/02/2003	M		1,700	A ⁽¹⁾	\$80.5	16,955 ⁽²⁾	D	
Common Stock	09/02/2003	09/02/2003	M		1,787	A ⁽¹⁾	\$73.4375	18,742 ⁽²⁾	D	
Common Stock	09/02/2003	09/02/2003	M		163	A ⁽¹⁾	\$56.5	18,905 ⁽²⁾	D	
Common Stock	09/02/2003	09/02/2003	M		2,000	A ⁽¹⁾	\$78.55	20,905 ⁽²⁾	D	
Common Stock	09/02/2003	09/02/2003	F		4,541	D ⁽³⁾	\$95.65	16,364 ⁽²⁾	D	
Common Stock	09/02/2003	09/02/2003	F		394	D	\$95.65	15,970 ⁽²⁾	D	
Common Stock								1,250.49	I	See footnote. ⁽⁴⁾

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
Employee Stock Option (right to buy)	\$80.5	09/02/2003	09/02/2003	M			1,700 ⁽¹⁾	12/17/1997	12/18/2006	Common Stock	1,700	\$80.52	0	D	
Employee Stock Option (right to buy)	\$95.65	09/02/2003	09/02/2003	A			1,527 ⁽⁵⁾	03/02/2004	12/18/2006	Common Stock	1,527	\$95.65	1,527	D	
Employee Stock Option (right to buy)	\$73.4375	09/02/2003	09/02/2003	M			1,787 ⁽¹⁾	12/16/1999	12/17/2008	Common Stock	1,787	\$73.4375	1,225	D	
Employee Stock Option (right to buy)	\$95.65	09/02/2003	09/02/2003	A			1,520 ⁽⁵⁾	03/02/2004	12/17/2008	Common Stock	1,520	\$95.65	2,745	D	
Employee Stock Option (right to buy)	\$56.5	09/02/2003	09/02/2003	M			163 ⁽¹⁾	11/22/2000	11/23/2009	Common Stock	163	\$56.5	325	D	
Employee Stock Option (right to buy)	\$95.65	09/02/2003	09/02/2003	A			119 ⁽⁵⁾	03/02/2004	11/23/2009	Common Stock	119	\$95.65	444	D	
Employee Stock Option (right to buy)	\$78.55	09/02/2003	09/02/2003	M			2,000 ⁽¹⁾	08/15/2002	08/15/2011	Common Stock	2,000	\$78.55	2,000	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				
Employee Stock Option (right to buy)	\$95.65	09/02/2003	09/02/2003	A		1,769 ⁽⁵⁾		03/02/2004	08/15/2011	Common Stock	1,769	\$95.65	3,769	D	

Explanation of Responses:

- Grant and exercise of "reload" stock option in a transaction exempt under Rule 16b-3(d)(1). Represents stock options exercised.
- Total includes 640 remaining unvested Restricted Stock Rights granted pursuant to the 1993 Long Term Incentive Stock Plan (LTISP); the last two installments vest in increments of 320 shares on 11/22/03 and 11/22/04; 1,034 Restricted Performance Stock Rights (RPSRs) granted under the 1993 LTISP as to which the measurement period for the initial installment is 12/16/98 to 12/31/01 with performance determined subsequent thereto with delivery of shares made in 2002 and 2003. The measurement period for the two remaining installments will end on 12/31/03 with payments to be made in the following years 12/31/04 and 12/31/05; 2,000 RPSRs granted under the 2001 LTISP on 8/15/01 with the measurement period ending on 12/31/04; 2,000 RPSRs granted under the 2001 LTISP on 8/20/02 with the measurement period ending on 12/31/05; 2,000 RPSRs granted under the 2001 LTISP on 8/20/03 with the measurement period ending on 12/31/06.
- Grant and exercise of "reload" stock option in a transaction exempt under Rule 16b-3(d)(1). Represents already-owned shares delivered.
- Held in the Northrop Grumman Savings and Investment Plan, a qualified profit sharing plan, as of January 1, 2003. Share totals with respect to the Plan are based upon unit accounting and therefore may reflect a decrease in units attributable to an individual though no disposition occurred. Total includes 77 shares held in Plan in name of spouse.
- Grant and exercise of "reload" stock option in a transaction exempt under Rule 16b-3(d)(1). Represents reload option.

Kathleen M. Salmas, Attorney- 09/02/2003
in-fact for John H. Mullan

** 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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