

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF  
SECURITIES**

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* <u>CAMERON JAMES L</u>  (Last) (First) (Middle) <u>1840 CENTURY PARK EAST</u>  (Street) <u>LOS ANGELES CA 90067</u>  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>01/01/2006</u>	3. Issuer Name and Ticker or Trading Symbol <u>NORTHROP GRUMMAN CORP /DE/ [ NOC ]</u>	
		4. 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 &amp; Pres Technical Servs</u>	5. 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  Form filed by More than 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)
<u>Common Stock</u>	<u>36,000<sup>(1)</sup></u>	<u>D</u>	

**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)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
<u>Stock Option (Right-to-Buy)</u>	<u>09/26/2004<sup>(2)</sup></u>	<u>09/26/2013</u>	<u>Common Stock</u>	<u>12,000</u>	<u>43.08</u>	<u>D</u>	
<u>Stock Option (Right-to-Buy)</u>	<u>06/14/2005<sup>(2)</sup></u>	<u>06/14/2014</u>	<u>Common Stock</u>	<u>13,000</u>	<u>52.485</u>	<u>D</u>	
<u>Stock Option (Right-to-Buy)</u>	<u>01/01/2007<sup>(3)</sup></u>	<u>01/01/2016</u>	<u>Common Stock</u>	<u>47,000</u>	<u>60.11</u>	<u>D</u>	

**Explanation of Responses:**

1. Total includes 5,000 unvested Restricted Performance Stock Rights ("RPSRs") granted under the 2001 Long-Term Incentive Stock Plan ("LTISP") on 9/26/03, plus an additional 2,800 RPSRs granted on 1/1/06, with a valuation of performance measurement period ("measurement period") ending 12/31/06; 7,500 unvested RPSRs granted under the 2001 LTISP on 2/16/05, plus an additional 5,700 RPSRs granted on 1/1/06, with the measurement period ending 12/31/07; and 15,000 unvested RPSRs granted under the 2001 LTISP on 1/1/06, with the measurement period ending 12/31/08. Grants awarded pursuant to Rule 16b-3(d).

2. This option was vested and exercisable on 9/30/05 pursuant to board of directors resolution dated 5/16/05, approving acceleration of options granted prior to 9/30/05.

3. This option was granted on 1/1/2006 and vests in four annual equal installments commencing on the first anniversary following the grant date.

Kathleen M. Salmas, Attorney-  
in-fact for James L. Cameron 01/06/2006

\*\* 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 5 (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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