

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| OMB APPROVAL | |
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|---|--|--|
| 1. Name and Address of Reporting Person* <u>HATELEY J MICHAEL</u> (Last) (First) (Middle) 1840 CENTURY PARK EAST (Street) LOS ANGELES CA 90067 (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>NORTHROP GRUMMAN CORP /DE/ [NOC]</u> | 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) Corp. VP & Chf. H.R. & Adm Ofr |
| | 3. Date of Earliest Transaction (Month/Day/Year) 02/24/2004 | |
| 4. If Amendment, Date of Original Filed (Month/Day/Year) | | |

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 | 02/24/2004 | 02/24/2004 | M | | 750 | A | \$99.4 | 750 | D | |
| Common Stock | 02/24/2004 | 02/24/2004 | S | | 750 | D | \$99.4 | 0 | D | |
| Common Stock | 02/24/2004 | 02/24/2004 | M | | 1,900 | A | \$99.25 | 1,900 | D | |
| Common Stock | 02/24/2004 | 02/24/2004 | S | | 1,900 | D | \$99.25 | 0 | D | |
| Common Stock | 02/24/2004 | 02/24/2004 | M | | 600 | A | \$99.25 | 600 | D | |
| Common Stock | 02/24/2004 | 02/24/2004 | S | | 600 | D | \$99.25 | 0 | D | |
| Common Stock | 02/24/2004 | 02/24/2004 | M | | 100 | A | \$99.67 | 100 | D | |
| Common Stock | 02/24/2004 | 02/24/2004 | S | | 100 | D | \$99.67 | 0 | D | |
| Common Stock | 02/24/2004 | 02/24/2004 | M | | 6,200 | A | \$99.47 | 6,200 | D | |
| Common Stock | 02/24/2004 | 02/24/2004 | S | | 6,200 | D | \$99.47 | 0 | D | |
| Common Stock | 02/24/2004 | 02/24/2004 | M | | 100 | A | \$99.48 | 100 | D | |
| Common Stock | 02/24/2004 | 02/24/2004 | S | | 100 | D | \$99.48 | 0 | D | |
| Common Stock | 02/24/2004 | 02/24/2004 | M | | 600 | A | \$99.46 | 600 | D | |
| Common Stock | 02/24/2004 | 02/24/2004 | S | | 600 | D | \$99.46 | 0 | D | |
| Common Stock | | | | | | | | 31,482 ⁽¹⁾ | 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 |
| Stock Option (Right-to-Buy) | \$52.875 | 02/24/2004 | 02/24/2004 | M | | | 750 | 01/03/2001 | 01/04/2010 | Common Stock | 750 | \$58.875 | 2,500 | D | |
| Stock Option (Right-to-Buy) | \$52.875 | 02/24/2004 | 02/24/2004 | M | | | 1,900 | 01/03/2001 | 01/04/2010 | Common Stock | 1,900 | \$58.875 | 600 | D | |
| Stock Option (Right-to-Buy) | \$52.875 | 02/24/2004 | 02/24/2004 | M | | | 600 | 01/03/2001 | 01/04/2010 | Common Stock | 600 | \$58.875 | 0 | 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 | | | | |
| Stock Option (Right-to-Buy) | \$78.55 | 02/24/2004 | 02/24/2004 | M | | | 100 | 08/15/2001 | 08/15/2011 | Common Stock | 100 | \$78.55 | 6,900 | D | |
| Stock Option (Right-to-Buy) | \$78.55 | 02/24/2004 | 02/24/2004 | M | | | 6,200 | 08/15/2001 | 08/15/2011 | Common Stock | 6,200 | \$78.55 | 700 | D | |
| Stock Option (Right-to-Buy) | \$78.55 | 02/24/2004 | 02/24/2004 | M | | | 100 | 08/15/2001 | 08/15/2011 | Common Stock | 100 | \$78.55 | 600 | D | |
| Stock Option (Right-to-Buy) | \$78.55 | 02/24/2004 | 02/24/2004 | M | | | 600 | 08/15/2001 | 08/15/2011 | Common Stock | 600 | \$78.55 | 0 | D | |

Explanation of Responses:

1. Total includes 460 remaining Restricted Stock Rights granted pursuant to the 1993 Long Term Incentive Stock Plan (LTISP) vesting on 11/22/04; 6,000 Restricted Performance Stock Rights (RPSRs) granted under the 2001 LTISP on 8/15/01 with the valuation of performance measurement period ("measurement period") ending on 12/31/04; 5,000 (RPSRs) granted under the 2001 LTISP on 8/20/02 with the measurement period ending on 12/31/05; and 6,000 RPSRs granted under the 2001 LTISP on 8/20/03 with the measurement period ending on 12/31/06.

Kathleen M. Salmas, Attorney- 02/25/2004
in-fact for John M. Hateley.

** 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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