

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	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>MULLAN JOHN H</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 Officer (give title below) Other (specify below) Corp. VP & Secretary
	3. Date of Earliest Transaction (Month/Day/Year) 08/25/2004	

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	08/25/2004	08/25/2004	M ⁽¹⁾		2,450	A	\$36.72	35,222 ⁽³⁾⁽⁴⁾	D	
Common Stock	08/25/2004	08/25/2004	M ⁽¹⁾		325	A	\$28.25	35,547 ⁽³⁾⁽⁴⁾	D	
Common Stock	08/25/2004	08/25/2004	M ⁽¹⁾		238	A	\$47.83	35,785 ⁽³⁾⁽⁴⁾	D	
Common Stock	08/25/2004	08/25/2004	M ⁽¹⁾		3,040	A	\$47.83	38,825 ⁽³⁾⁽⁴⁾	D	
Common Stock	08/25/2004	08/25/2004	M ⁽¹⁾		3,054	A	\$47.83	41,879 ⁽³⁾⁽⁴⁾	D	
Common Stock	08/25/2004	08/25/2004	M ⁽¹⁾		3,538	A	\$47.83	45,417 ⁽³⁾⁽⁴⁾	D	
Common Stock	08/25/2004	08/25/2004	M ⁽¹⁾		2,000	A	\$39.38	47,417 ⁽³⁾⁽⁴⁾	D	
Common Stock	08/25/2004	08/25/2004	M ⁽¹⁾		2,000	A	\$47.11	49,417 ⁽³⁾⁽⁴⁾	D	
Common Stock	08/25/2004	08/25/2004	F ⁽¹⁾		14,317 ⁽²⁾	D	\$51.95	35,100 ⁽³⁾⁽⁴⁾	D	
Common Stock	08/25/2004	08/25/2004	F ⁽¹⁾		827	D	\$51.95	34,273 ⁽³⁾⁽⁴⁾	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)	\$36.72	08/25/2004	08/25/2004	M ⁽¹⁾			2,450	12/16/1999	12/17/2008	Common Stock	2,450	\$36.72	0	D	
Employee Stock Option (right to buy)	\$51.95	08/25/2004	08/25/2004	A ⁽¹⁾		1,987		02/25/2005	12/17/2008	Common Stock	1,987	\$51.95	1,987	D	
Employee Stock Option (right to buy)	\$28.25	08/25/2004	08/25/2004	M ⁽¹⁾		325		11/22/2000	11/23/2009	Common Stock	325	\$28.25	0	D	
Employee Stock Option (right to buy)	\$51.95	08/25/2004	08/25/2004	A ⁽¹⁾		229		02/25/2005	11/23/2009	Common Stock	229	\$51.95	229	D	
Employee Stock Option (right to buy)	\$47.83	08/25/2004	08/25/2004	M ⁽¹⁾		238		03/02/2004	09/22/2009	Common Stock	238	\$47.83	0	D	

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(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)	\$51.95	08/25/2004	08/25/2004	A ⁽¹⁾		225		02/25/2005	09/22/2009	Common Stock	225	\$51.95	225	D	
Employee Stock Option (right to buy)	\$47.83	08/25/2004	08/25/2004	M ⁽¹⁾			3,040	03/02/2004	12/16/2008	Common Stock	3,040	\$47.83	0	D	
Employee Stock Option (right to buy)	\$51.95	08/25/2004	08/25/2004	A ⁽¹⁾		2,884		02/25/2005	12/16/2008	Common Stock	2,884	\$51.95	2,884	D	
Employee Stock Option (right to buy)	\$47.83	08/25/2004	08/25/2004	M ⁽¹⁾			3,054	03/02/2004	12/17/2006	Common Stock	3,054	\$47.83	0	D	
Employee Stock Option (right to buy)	\$51.95	08/25/2004	08/25/2004	A ⁽¹⁾		2,897		02/25/2005	12/17/2006	Common Stock	2,897	\$51.95	2,897	D	
Employee Stock Option (right to buy)	\$47.83	08/25/2004	08/25/2004	M ⁽¹⁾			3,538	03/02/2004	08/15/2011	Common Stock	3,538	\$47.83	0	D	
Employee Stock Option (right to buy)	\$51.95	08/25/2004	08/25/2004	A ⁽¹⁾		3,357		02/25/2005	08/15/2011	Common Stock	3,357	\$51.95	3,357	D	
Employee Stock Option (right to buy)	\$39.28	08/25/2004	08/25/2004	M ⁽¹⁾			2,000	08/15/2002	08/15/2011	Common Stock	2,000	\$39.38	0	D	
Employee Stock Option (right to buy)	\$51.95	08/25/2004	08/25/2004	A ⁽¹⁾		1,686		02/25/2005	08/15/2011	Common Stock	1,686	\$51.95	1,686	D	
Employee Stock Option (right to buy)	\$47.11	08/25/2004	08/25/2004	M ⁽¹⁾			2,000	02/20/2004	08/20/2013	Common Stock	2,000	\$47.11	0	D	
Employee Stock Option (right to buy)	\$51.95	08/25/2004	08/25/2004	A ⁽¹⁾		1,879		02/25/2005	08/20/2013	Common Stock	1,879	\$51.95	1,879	D	

Explanation of Responses:

1. Stock-swap exercise and reload of grant of non-qualified stock options; and disposition of shares upon tax withholding in a transaction exempt under Rule 16b-3(d)(1).
2. Shares swapped for options.
3. Total includes 640 remaining Restricted Stock Rights granted pursuant to the 1993 Long Term Incentive Stock Plan (LTISP) vesting on 11/22/04; 4,000 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; 4,000 RPSRs granted under the 2001 LTISP on 8/20/02 with the measurement period ending on 12/31/05; 4,000 RPSRs granted under the 2001 LTISP on 8/20/03 with the measurement period ending on 12/31/06.
4. Effective June 21, 2004, the common stock of Northrop Grumman Corporation was split 2-for-1. The number of shares and price per share adjusted accordingly on the first day of trading following the June 21, 2004 distribution date.

Kathleen M. Salmas, Attorney-in-fact for John H. Mullan 08/27/2004

** 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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