**1. Name and Address of Reporting Person**

NOSKI CHARLES H

(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

**5. Relationship of Reporting Person(s) to Issuer**

(Check all applicable)

X Director

10% Owner

Officer (give title below)

Other (specify below)

**4. If Amendment, Date of Original Filed**

(Month/Day/Year)

**6. Individual or Joint/Group Filing**

(Check Applicable Line)

X Form filed by One Reporting Person

Form filed by More than One Reporting Person

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**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>
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</tbody>
</table>

Code V

Amount (A) or (D)

Price

...
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

<table>
<thead>
<tr>
<th>Code</th>
<th>V</th>
<th>(A)</th>
<th>(D)</th>
<th>Date Exercisable</th>
<th>Expiration Date</th>
<th>Title and Amount of Underlying Securities (Instr. 3 and 4)</th>
</tr>
</thead>
</table>

| 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 Underlying Securities (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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |

### 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.


   ** 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.**